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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation HAROLD SIMMONS FOUNDATION, INC.		A Employer identification number 75-2222091						
Number and street (or P O box number if mail is not delivered to street address) 5430 LBJ FREEWAY, SUITE 1700	Room/suite 1700	B Telephone number (see instructions) (972) 233-2134						
City or town, state, and ZIP code DALLAS, TX 75240-2697		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0" style="width:100%;"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 53,794,355.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B	18,224,000.		Column C	
2 Check ☐ if the foundation is not required to attach Sch B			Not Required	
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	475,698.	475,698.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on-line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	18,699,698.	475,698.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 2	9,410.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	29,060.			
24 Total operating and administrative expenses. Add lines 13 through 23	38,470.			
25 Contributions, gifts, grants paid ATCH 8	11,657,031.		ATCH 9	18,504,715.
26 Total expenses and disbursements. Add lines 24 and 25	11,695,501.			18,504,715.
27 Subtract line 26 from line 12	7,004,197.			
a Excess of revenue over expenses and disbursements		475,698.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

SCANNED SEP 04 2013

Revenue

Operating and Administrative Expenses

6/8
B3

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	133,852.	169,775.	169,775.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	NONE	19,030.	19,030.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	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) ATCH 4	50,026,831.	31,023,750.	31,023,750.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 5)	17,581,800.	22,581,800.	22,581,800.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	67,742,483.	53,794,355.	53,794,355.	
Liabilities	17 Accounts payable and accrued expenses	15,780,644.	13,932,960.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)	101,560.	NONE	
23 Total liabilities (add lines 17 through 22)	15,882,204.	13,932,960.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	51,860,279.	39,861,395.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	51,860,279.	39,861,395.		
31 Total liabilities and net assets/fund balances (see instructions)	67,742,483.	53,794,355.		

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	51,860,279.
2 Enter amount from Part I, line 27a	2	7,004,197.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	58,864,476.
5 Decreases not included in line 2 (itemize) ▶ ATCH 6	5	19,003,081.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,861,395.

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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2				
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	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 3				

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))
2011	17,366,971.	38,280,951.	0.453671
2010	11,000,578.	19,800,882.	0.555560
2009	12,792,140.	12,918,378.	0.990228
2008	13,736,014.	25,468,600.	0.539331
2007	17,686,870.	30,552,354.	0.578904
2 Total of line 1, column (d)			3.117694
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			0.623539
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			36,309,354.
5 Multiply line 4 by line 3			22,640,298.
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,757.
7 Add lines 5 and 6			22,645,055.
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			18,504,715.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	9,514.
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	9,514.
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	9,514.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	28,544.
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	28,544.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,030.
11	Enter the amount of line 10 to be credited to 2013 estimated tax ☐ 19,030. Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		X
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
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of PATTY BRINDA		Telephone no (972) 233-1700	
Located at 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX		ZIP+4 75240-2697		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b		N/A
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐ 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ 2b		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 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 2012) ☐ 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 2012? ☐ 4b		X

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

5a During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	N/A	0
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	36,457,387.
b	Average of monthly cash balances	1b	404,901.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	36,862,288.
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	36,862,288.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	552,934.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,309,354.
6	Minimum investment return. Enter 5% of line 5	6	1,815,468.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,815,468.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,514.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,514.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,805,954.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,805,954.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,805,954.

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	18,504,715.
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	18,504,715.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,504,715.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,805,954.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007 16,490,760.				
b From 2008 12,472,740.				
c From 2009 12,148,073.				
d From 2010 10,018,586.				
e From 2011 15,564,819.				
f Total of lines 3a through e	66,694,978.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>18,504,715.</u>				
a Applied to 2011, 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 2012 distributable amount				1,805,954.
e Remaining amount distributed out of corpus	16,698,761.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	83,393,739.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	16,490,760.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	66,902,979.			
10 Analysis of line 9				
a Excess from 2008 12,472,740.				
b Excess from 2009 12,148,073.				
c Excess from 2010 10,018,586.				
d Excess from 2011 15,564,819.				
e Excess from 2012 16,698,761.				

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 2012, enter the date of the ruling

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

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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))

HAROLD C. SIMMONS

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

NONE

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

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

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

ATCH 7

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

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

c Any submission deadlines:

NONE

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

MUST BE A SECTION 501(C) ORGANIZATION

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 9				18,504,715.
Total			3a	18,504,715.
b <i>Approved for future payment</i> SEE ATTACHMENT 10				41,575,680.
Total			3b	41,575,680.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	475,698.	
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					
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)				475,698.	
13	Total Add line 12, columns (b), (d), and (e)				475,698.	475,698.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

HAROLD SIMMONS FOUNDATION, INC.

Employer identification number

75-2222091

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

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

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

Name of organization HAROLD SIMMONS FOUNDATION, INC.

Employer identification number
75-2222091**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CONTRAN CORPORATION 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697	\$ 16,824,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CONTRAN CORPORATION 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697	\$ 1,400,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

75-2222091

[illegible]

Name of organization HAROLD SIMMONS FOUNDATION, INC.

Employer identification number

75-2222091

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 entry.For 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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

HAROLD SIMMONS FOUNDATION, INC.

75-2222091

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

5430 LBJ FREEWAY, SUITE 1700

City, town or post office, state, and ZIP code. For a foreign address, see instructions

DALLAS, TX 75240-2697

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► PATTY BRINDA

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	28,544.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	28,544.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

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

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

Form **8868** (Rev. 1-2013)

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VALHI DIVIDEND INCOME	475,698.	475,698.
TOTAL	<u>475,698.</u>	<u>475,698.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
TAX ON INVESTMENT INCOME	9,410.
TOTALS	<u>9,410.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ADMINISTRATIVE FEES	29,060.
TOTALS	<u>29,060.</u>

ATTACHMENT 4

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VALHI, INC. COMMON STOCK	31,023,750.	31,023,750.
TOTALS	<u>31,023,750.</u>	<u>31,023,750.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
REFUNDABLE DONATIONS	22,581,800.	22,581,800.
TOTALS	<u>22,581,800.</u>	<u>22,581,800.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS

19,003,081.

TOTAL

19,003,081.

ATTACHMENT 7

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

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

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2012

75-2222091

Part I - line 25
Contributions, gifts, grants paid

<u>Name and address</u>	<u>Class of Activity or Purpose</u>	<u>Type</u>	<u>Date</u>	<u>Amount</u>
various	Art and Culture	Cash	12/31/2012	687,071
various	Civic	Cash	12/31/2012	1,607,903
various	Education	Cash	12/31/2012	1,632,888
various	Health and Medical	Cash	12/31/2012	2,167,294
various	Miscellaneous	Cash	12/31/2012	1,000
various	Religious	Cash	12/31/2012	35,000
various	Social	Cash	12/31/2012	3,740,057
various	Youth	Cash	12/31/2012	<u>1,785,818</u>
Total Line 35				<u><u>11,657,031</u></u>

Schedule of Payments Summary

Cash Contributions - 2012

Art & Culture	\$1,226,750
Civic	1,848,500
Education	2,036,600
Health & Medical	6,993,250
Religious	35,000
Social Welfare	2,888,615
Youth	<u>2,076,000</u>

Total Cash Contributions Made	17,104,715
-------------------------------	------------

Noncash Contributions - 2012

Health & Medical	1,400,000
------------------	-----------

Total Noncash Contributions	<u>1,400,000</u>
-----------------------------	------------------

Total Contributions Made (see page 52)	<u><u>\$18,504,715</u></u>
--	----------------------------

Schedule of Appropriations and Payments, by Program Area Fiscal Year 2012

HAROLD SIMMONS FOUNDATION
12/31/2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
<u>ARTS & CULTURE</u>						
Business Council for the Arts 8687 North Central Expressway, Ste 2131 Dallas, TX 75225 + <i>Mayor's Business/Arts Initiative</i> \$30,000.00 2012	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Children's Chorus of Greater Dallas 400 N. St. Paul, Ste 510 Dallas, TX 75201 <i>Community Engagement Project</i> \$9,000.00 2012	501c(3)	\$0.00	\$9,000.00	\$0.00	\$9,000.00	\$0.00
Collin County Historical Society 300 E. Virginia McKinney, TX 75069 <i>Operating expenses</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dallas Black Dance Theatre, Inc. P.O. Box 131290 Dallas, TX 75313-1290 <i>Two-year pledge for capacity building campaign to support critical staff salaries and benefits</i> \$400,000.00 2011	501c(3)	\$300,000.00	\$0.00	\$0.00	\$200,000.00	\$100,000.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Dallas Children's Theater Rosewood Center for Family Arts 5938 Skillman Dallas, TX 75231 <i>Three-year pledge for performance production expenses</i> \$75,000.00 2011	501c(3)	\$50,000.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00
Dallas Holocaust Museum 211 N. Record Street, Suite 100 Dallas, TX 75202-3361 <i>Hope for Humanity dinner</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Dallas Museum of Art 1717 North Harwood Dallas, TX 75201 <i>Five-year pledge for the Center for Creative Connections initiative</i> \$500,000.00 2008	501c(3)	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00
Dallas Museum of Art 1717 North Harwood Dallas, TX 75201 <i>2012-2013 membership</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Dallas Opera	501c(3)	\$0.00	\$3,000.00	\$0.00	\$3,000.00	\$0.00
The Margot and Bill Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201						
<i>2012-13 Annual Campaign/Educational Series</i>						
\$3,000.00						
2012						
Dallas Summer Musicals	501c(3)	\$0.00	\$500,000.00	\$0.00	\$500,000.00	\$0.00
Music Hall at Fair Park P.O. Box 710336 Dallas, TX 75371						
<i>Matching grant for operating expenses</i>						
\$500,000.00						
2012						
Dallas Symphony Association	501c(3)	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
2301 Flora Dallas, TX 75201-2413						
<i>Young Strings and Healthy Strings programs</i>						
\$35,000.00						
2012						
Dallas Theater Center	501c(3)	\$0.00	\$12,000.00	\$0.00	\$12,000.00	\$0.00
2400 Flora Street Dallas, TX 75201						
<i>Project Discovery outreach and educational program</i>						
\$12,000.00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
La Reunion TX 4848 Lemmon Avenue Box 100-117 Dallas, TX 75219 <i>Operating expenses for community art program in Oak Cliff</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Artvenues - Dallas TheMac, Inc. 3120 McKinney Avenue Dallas, TX 75204 <i>Roger Winter exhibit catalog</i> \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899 <i>Cabaret</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
The Nest Foundation 5482 Wilshire Blvd. Ste 147 Los Angeles, CA 90036-4218 <i>"Playground" documentary to raise awareness of child prostitution in the U.S.</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Museum of Nature and Science P.O. Box 151469 3535 Grand Avenue Dallas, TX 75315 <i>Five-year pledge for capital campaign</i> \$1,000,000.00 2010	501c(3)	\$600,000.00	\$0.00	\$0.00	\$200,000.00	\$400,000.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Sammons Center for the Arts 3630 Harry Hines Dallas, TX 75219 <i>Capital campaign for building renovations</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Shakespeare Festival of Dallas Sammons Center For the Arts 3630 Harry Hines Boulevard, 3rd Floor Dallas, TX 75219 <i>Support for fall production of Macbeth</i> \$7,500.00 2012	501c(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Southern Methodist University P.O. Box 750100 Dallas, TX 75275 <i>Meadows at the Winspear event to support student scholarships at Meadows School of the Arts</i> \$2,750.00 2012	501c(3)	\$0.00	\$2,750.00	\$0.00	\$2,750.00	\$0.00
Texas State History Museum Foundation P.O. Box 12456 Austin, TX 78711 <i>Texas Independence Day dinner</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Texas Winds Musical Outreach 7038 Hunters Ridge Dr. Dallas, TX 75248 <i>Meet the Instruments educational program in Head Start child development centers</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
International Theatrical Arts Society (TITAS) 2100 Ross Avenue, Ste 650 Dallas, TX 75201 <i>Operating expenses</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Total ARTS & CULTURE (23 items)		\$1,050,000.00	\$701,750.00	\$0.00	\$1,226,750.00	\$525,000.00
<u>CIVIC</u>						
BBB Wise Giving Alliance 3033 Wilson Boulevard, Suite 600 Arlington, VA 22201-3843 <i>Institutional sponsorship</i> \$1,000.00 2012	501c(3)	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
The Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204-5910 <i>North Texas Community Wealth Initiative support services for social entrepreneurs to increase organizational sustainability</i> \$40,000.00 2012	501c(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
CitySquare 511 N. Akard, Ste 302 Dallas, TX 75201 <i>High Cost of Being Poor forum on poverty and education</i> \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Civic League Foundation P.O. Box 814372 14636 Cherry Hills Farmers Branch, TX 75381 <i>Holiday Tour of Homes for scholarships, grants and community service projects in Metrocrest area</i> \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
The Dallas Arboretum and Botanical Society 8617 Garland Road Dallas, TX 75218 <i>Five-year pledge for Children's Exploration Garden</i> \$5,000,000.00 2009	501c(3)	\$1,987,480.00	\$0.00	\$0.00	\$1,000,000.00	\$987,480.00
Dallas Historical Society P. O. Box 150038 Dallas, TX 75315-0038 <i>Membership - Patron Fellow</i> \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
The Dallas Foundation % The Dallas Foundation 900 Jackson St., Ste 705 Dallas, TX 75202 <i>+ Restoration of Dealey Plaza</i> \$100,000.00 2012		\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Downwinders At Risk Education Fund P. O. Box 763844 Dallas, TX 75376 <i>North Texas Ozone Attainment Initiative</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
The Every Child Matters Education Fund 1023 15th Street NW, Ste 401 Washington, DC 20005 <i>+ Organization that promotes children's issues as a national political priority</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Executives in Action 4385 Sunbelt Drive Addison, TX 75001 <i>Program expenses for organization that provides pro bono consulting for social service organizations</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
National Humane Society/Humane Society of the United States 2100 L Street, NW Washington, DC 20037 <i>Cleveland Amory Black Beauty Ranch animal sanctuary in central Texas</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Hunt Alternatives Fund 625 Mount Auburn Street Cambridge, MA 02138 + <i>Four-year pledge for technical assistance to initiative that aims to reduce the demand for prostituted sex</i> \$400,000.00 2012	501c(3)	\$0.00	\$400,000.00	\$0.00	\$100,000.00	\$300,000.00
Ignite 5215 N. O'Connor Blvd., Ste 200 Irving, Texas 75039 + <i>Expansion of young women's civic leadership programs to North Texas</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
League of Women Voters of Texas Education Fund 1212 Guadalupe St., Suite 107 Austin, TX 78701 2012-13 Voters Service program \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Austin Community Development Corporation 2921 E. 17th St., Bldg D, Ste 1 Austin, TX 78702 <i>Provides financial services, including lending and educational support to nonprofit organizations in DFW</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Public Campaign 1133 - 19th Street, N.W., 9th Floor Washington, DC 20036 <i>Campaign finance reform project</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
Public Campaign 1133 - 19th Street, N.W., 9th Floor Washington, DC 20036 <i>Two-year pledge for campaign finance reform</i> \$500,000.00 2012	501c(3)	\$0.00	\$500,000.00	\$0.00	\$250,000.00	\$250,000.00
Texas Applesseed 1609 Shoal Creek, Ste 201 Austin, TX 78701 <i>Two-year pledge for Reforming the Payday and Auto-Title Loan Industry initiative</i> \$150,000.00 2012	501c(3)	\$0.00	\$150,000.00	\$0.00	\$75,000.00	\$75,000.00
The Texas Tribune 823 Congress Avenue, Ste 210 Austin, TX 78701 <i>Operating expenses for publication that promotes discourse on public policy, politics and government</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Texas Organizing Project Education Fund (TOP)	501c(3)	\$0.00	\$50,000.00	\$0.00	\$25,000.00	\$25,000.00
2955 Gulf Fwy, Suite B Houston, TX 77003 <i>Two-year pledge for operating expenses</i> \$50,000.00 2012						
The Trinity Trust Foundation	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
1444 Oak Lawn Avenue, Ste 200 Dallas, TX 75207 <i>+ Margaret Hunt Hill Bridge Celebration</i> \$25,000.00 2012						
Total CIVIC (21 items)		\$1,987,480.00	\$1,498,500.00	\$0.00	\$1,848,500.00	\$1,637,480.00
EDUCATION						
Barbara Bush Texas Fund for Family Literacy	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
P.O. Box 131614 Houston, TX 77219 <i>A Celebration of Reading dinner (\$2,500 to Barbara Bush Foundation for Family Literacy and \$2,500 to Barbara Bush Texas Fund for Family Literacy)</i> \$5,000.00 2012						
Alba-Golden I. S. D.	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
1373 County Road 2377 Alba, TX 75410 <i>Pledge for five college scholarships for graduating seniors</i> \$25,000.00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Alba-Golden I. S. D. 1373 County Road 2377 Alba, TX 75410 <i>Technology needs for students to access web-based curriculum</i> \$275,000.00 2012	501c(3)	\$0.00	\$275,000.00	\$0.00	\$275,000.00	\$0.00
American Indian College Fund 8333 Greenwood Blvd. Denver, CO 80221 <i>+ Outreach initiative to students and donors</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Athena Foundation 11203 Bushire Drive Dallas, TX 75229 <i>Matching grant for salary of part-time associate director</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Athena Foundation 11203 Bushire Drive Dallas, TX 75229 <i>Summer program for continuing education for teachers</i> \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Brown University Box 1976 Providence, RI 02912-1976 <i>Five-year pledge for Brown Annual Fund Scholarship program</i> \$200,000.00 2012	501c(3)	\$0.00	\$200,000.00	\$0.00	\$40,000.00	\$160,000.00
Camp Fire USA First Texas Council 2700 Meacham Blvd. Fort Worth, TX 76137 <i>Professional development for Dallas child care teachers and directors</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Communities Foundation of Texas 3963 Maple Avenue, Ste 310 Dallas, TX 75219 <i>+ Four-year pledge to organization created to coordinate a county-wide effort to improve outcomes for children and youth in the education system</i> \$300,000.00 2012	501c(3)	\$0.00	\$300,000.00	\$0.00	\$75,000.00	\$225,000.00
Communities in Schools Fort Worth 6707 Brentwood Stair Road Fort Worth, TX 76112 <i>Operating expenses</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Concilio 400 S. Zang Blvd. Ste 300 Dallas, TX 75208 <i>Parents Advocating for Student Excellence (PASE) program</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Cornerstone Crossroads Academy P. O. Box 151062 75315 2815 South Ervay Street 75215 Dallas, TX 75215 <i>+ Operating expenses</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dallas AfterSchool Network 2902 Swiss Avenue 75204 Dallas, TX 75360 <i>Operating expenses</i> \$40,000.00 2012	501c(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
Dallas Baptist University 3000 Mountain Creek Parkway Dallas, TX 75211-9299 <i>Operating expenses</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
DonorsChoose Inc. 5462 Anita St. Dallas, TX 75206 <i>Matching funds for online fundraising site that provides learning materials to Dallas schools</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Neighbors United for Quality Education / East Dallas Community School	501c(3)	\$0.00	\$45,000.00	\$0.00	\$45,000.00	\$0.00
924 Wayne Street Dallas, TX 75223 <i>Reading program for 2012, 2013, and 2014</i> \$45,000.00 2012						
Education Opportunities	501c(3)	\$0.00	\$6,100.00	\$0.00	\$6,100.00	\$0.00
8350 N. Central Expressway Suite 775 Dallas, TX 75206 <i>College scholarship for a talented D.I.S.D. student</i> \$6,100.00 2012						
Fonkoze USA	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
1700 Kalorama Road NW, Ste 102 Washington, D.C. 20009 <i>Literacy and education program for women in Haiti</i> \$25,000.00 2012						
Foundation for the Education of Young Women	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
2804 Swiss Ave. Dallas, TX 75204 <i>Summer enhancement program for students of Irma Rangel Young Women's Leadership School</i> \$15,000.00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Greenhill School 4141 Spring Valley Addison, TX 75001-3683 <i>Three-year pledge for new performing arts and assembly facility as part of Building Community Campaign</i> \$500,000.00 2011	501c(3)	\$325,000.00	\$0.00	\$0.00	\$175,000.00	\$150,000.00
Dallas Independent School District 6929 Town North Drive Dallas, TX 75231 <i>+ Buses to transport students on college tour</i> \$1,500.00 2012	501c(3)	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Mary Immaculate School 14032 Dennis Lane Farmers Branch, TX 75234 <i>+ Science lab equipment</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Mount St. Michael Catholic School P. O. Box 225159 Dallas, TX 752175222-5159 <i>+ Montessori training and materials</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
National Alliance for Partnerships in Equity Education Foundation P. O. Box 369 Cochranville, PA 19330 + <i>Two-year pledge for evaluation of professional development of STEM Equity Pipeline in DFW</i> \$30,000.00 2012	501c(3)	\$0.00	\$30,000.00	\$0.00	\$15,000.00	\$15,000.00
Open Multilingual Preschool dba Open Door Preschool 4105 Junius Street Dallas, TX 75246 <i>Scholarships for low-income children to attend preschool for 2012</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Our Lady of Perpetual Help School 7625 Cortland Avenue Dallas, TX 75235 <i>Three-year pledge for Montessori program serving high-risk children in Pre-K through first grade</i> \$60,000.00 2012	501c(3)	\$0.00	\$60,000.00	\$0.00	\$20,000.00	\$40,000.00
Reading Partners 106 Linden St. #202 Oakland, CA 94607 + <i>Operating support for early intervention program in Dallas schools during 2012-13 school year</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
REAL School Gardens 1700 University Drive, Ste 260 Fort Worth, TX 76107 <i>Operating expenses for school learning gardens for children to boost academic achievement, social skills and foster environmental stewards</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Reasoning Mind 8150 N. Central Expressway, Ste 800 Dallas, TX 75206 <i>Expansion of public mathematics initiative in DISD</i> \$75,000.00 2012	501c(3)	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00
ScholarShot 4413 Larchmont Avenue Dallas, TX 75205 <i>+ Matching grant for salary of Executive Director for program aiming to help low-income students stay in college</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Southern Methodist University P.O. Box 750100 Dallas, TX 75275 <i>Spring gala for Meadows School of the Arts</i> \$1,500.00 2012	501c(3)	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Southern Methodist University P.O. Box 750100 Dallas, TX 75275 <i>Placement of caseworkers in schools in West Dallas to assist students with their individual education plans</i> \$60,000.00 2012	501c(3)	\$0.00	\$60,000.00	\$0.00	\$60,000.00	\$0.00
St. Cecilia Catholic School 635 Mary Cliff Road Dallas, TX 75208 <i>Tuition assistance</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
St. Philip's School & Community Center 1600 Pennsylvania Avenue Dallas, TX 75215 <i>Windows for the new chapel</i> \$45,000.00 2012	501c(3)	\$0.00	\$45,000.00	\$0.00	\$45,000.00	\$0.00
Teach for America 600 N. Pearl Street, Suite S2300 Dallas, TX 75201 <i>Organization that uses alternative teacher recruitment and placement in under-resourced schools</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Texas Christian University TCU Box 297044 Fort Worth, TX 76129 <i>Two-year pledge for the Institute of Child Development trust-based relational intervention on-line learning modules</i> \$300,000.00 2012	501c(3)	\$0.00	\$300,000.00	\$0.00	\$150,000.00	\$150,000.00
University of North Texas Foundation 1901 Main Street Dallas, TX 75201 <i>2012 Texas Prefreshman Engineering program</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
University of North Texas Foundation 1901 Main Street Dallas, TX 75201 <i>Contemporary Arab and Muslim Cultural Studies Institute (CAMCSI)</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Uplift Education 606 East Royal Lane Irving, TX 75039 <i>Two-year pledge for expansion: \$800,000 for new Pinnacle Preparatory School and \$200,000 for Hampton Preparatory School</i> \$1,000,000.00 2011	501c(3)	\$500,000.00	\$0.00	\$0.00	\$500,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
West Dallas Community School 2300 Canada Drive Dallas, TX 75212 + <i>Student Scholarships for children of low-income families</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
The Wilkinson Center 4144 N. Central Expressway, Ste 610 P. O. Box 720248 Dallas, TX 75372 <i>Renovation of current space for Family Education Center</i> \$30,000.00 2012	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
The Zero to Five Funders Collaborative Fund of The Dallas Foundation The Dallas Foundation 900 Jackson Street, Ste 705 Dallas, TX 75202 <i>Year four of the Early Childhood Education/School Readiness initiative in Bachman Lake area</i> \$60,000.00 2012	501c(3)	\$0.00	\$60,000.00	\$0.00	\$60,000.00	\$0.00
Total EDUCATION (42 items)		\$825,000.00	\$1,951,600.00	\$0.00	\$2,036,600.00	\$740,000.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
<u>HEALTH & MEDICAL</u>						
Grace United Methodist Church Agape Clinic 4105 Junius Street Dallas, TX 75246 + <i>Community health care services for underserved population</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
AIDS Arms, Inc. Jefferson Tower 351 W. Jefferson Blvd. Ste 300 Dallas, TX 75208 <i>Operating expenses</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
American Cancer Society 8900 Carpenter Freeway Dallas, TX 75247 <i>Cattle Baron's Ball benefiting cancer research</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Baylor Health Care System Foundation 3600 Gaston Avenue, Suite 100 Dallas, TX 75246-1800 <i>Two-year pledge for the expansion of Music Intervention program</i> \$60,000.00 2011	501c(3)	\$30,000.00	\$0.00	\$0.00	\$30,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Baylor Health Care System Foundation 3600 Gaston Avenue, Suite 100 Dallas, TX 75246-1800 <i>Celebrating Women luncheon</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Cedars-Sinai Medical Center % Noah Mamet & Associates, LLC 12100 Wilshire Blvd, Ste 600 Los Angeles, CA 90025 <i>+ Follow Your Heart dinner</i> \$25,000.00 2012		\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Dental Health Programs Incorporated dba Community Dental Care 1420 W. Mockingbird Ln, Suite 500 Dallas, TX 75247 <i>Operating expenses</i> \$30,000.00 2012	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Cystic Fibrosis Foundation Headquarters Northeast Texas Chapter 3102 Maple Avenue Ste 120 Dallas, TX 75201 <i>+ Breath of Life Gala</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Dallas Center 8550 Cadanza Lane Dallas, TX 75228 + <i>Early childhood intervention program for infants, children and adults with developmental differences</i> \$5,000.00 2012		\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Dallas Hearing Foundation 7777 Forest Lane Suite A103 Dallas, TX 75230 <i>Operating expenses</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dignitas International USA 2 Adelaide Street West Suite 200 Toronto, Ontario MSH 1L6 CANADA <i>Three-year pledge for Mother and Child Health programming</i> \$150,000.00 2011	501c(3)	\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00
DME Exchange of Dallas P. O. Box 25575 Dallas, TX 75225-5575 + <i>Two-year pledge for organization that provides medical equipment to low-income people</i> \$30,000.00 2012	501c(3)	\$0.00	\$30,000.00	\$0.00	\$15,000.00	\$15,000.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Essilor Vision Foundation 13515 N. Stemmons Fwy Dallas, TX 75234 <i>Expansion of Kids Vision for Life program</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
The Fistula Foundation 1900 The Alameda, Suite 500 San Jose, CA 95126 <i>Operating expenses</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Grand Prairie Wellness Center 1710 Small Street Grand Prairie, TX 75050 <i>Operating expenses for organization providing wellness services to disadvantaged or low-income people</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Healing Hands Ministries P. O. Box 741524 Dallas, TX 75374-1524 <i>Operating expenses</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
HelpHopeLive Two Radnor Corporate Center 100 Matsonford Road, Ste 100 Radnor, PA 19087 <i>Infrastructure Consolidation and Sustainability Project</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
General Assembly of The Christian Church Disciples of Christ 1234 Abrams Road P.O. Box 140129 Dallas, TX 75214 <i>Home health care service for pediatric and geriatric services</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Launchability 4350 Sigma, Suite 100 Farmers Branch, TX 75244-4416 <i>Operating expenses</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
LEAP FOUNDATION 9101 N. Central Expressway, Ste 600 Dallas, TX 75231 <i>+ Operating expenses for organization providing free surgical and medical services around the world</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Tides Foundation Box 8125 Canmore, Alberta, Canada T1W 2T8 <i>+ Health and water sanitation program for women in Peru</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Mental Health America of Greater Dallas 624 N. Good Latimer St. Ste 200 Dallas, TX 75204-1058 <i>Mental health education and advocacy</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Miracle Flights for Kids 2764 N. Green Valley Parkway #115 Green Valley, NV 89014 <i>Flights to distant medical specialists for very ill and disabled infants and children from low-income families in Dallas area</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
National Kidney Foundation 5429 Lyndon B. Johnson Fwy, Ste 250 Dallas, TX 75240 <i>Bonne Sante event</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
National Kidney Foundation 5429 Lyndon B. Johnson Fwy, Ste 250 Dallas, TX 75240 <i>Bonne Sante event</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Parkland Foundation 2777 Stemmons Fwy, Ste 1700, LB 69 Dallas, TX 75207 <i>Five-year pledge for challenge grant for construction of new Women and Infants' Specialty Health Hospital</i> \$50,000,000.00 2008	501c(3)	\$32,418,200.00	\$0.00	\$0.00	\$5,000,000.00	\$27,418,200.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
PediPlace 502 S. Old Orchard, Suite 126 Lewisville, TX 75067 <i>Two-year pledge for establishment of pediatric clinic in Northeast Dallas</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$25,000.00	\$25,000.00
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001 <i>Five-year pledge to expand access to care for underserved women in Louisiana</i> \$1,000,000.00 2012	501c(3)	\$0.00	\$1,000,000.00	\$0.00	\$200,000.00	\$800,000.00
Planned Parenthood of North Texas, Inc. 7424 Greenville Avenue Suite 206 Dallas, TX 75231 <i>Five-year pledge for capital campaign (equally between education and advocacy)</i> \$500,000.00 2011	501c(3)	\$400,000.00	\$0.00	\$0.00	\$100,000.00	\$300,000.00
Planned Parenthood of North Texas, Inc. 7424 Greenville Avenue Suite 206 Dallas, TX 75231 <i>2013 Awards luncheon</i> \$1,750.00 2012	501c(3)	\$0.00	\$1,750.00	\$0.00	\$1,750.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Presbyterian Communities and Services 6100 Colwell Blvd. Irving, TX 75039 + Five-year pledge for the T. Boone Pickens Hospice and Palliative Care Center \$10,000,000.00 2011	501c(3)	\$9,500,000.00	\$0.00	\$0.00	\$2,000,000.00	\$7,500,000.00
Ronald McDonald House of Dallas 4707 Bengal Street Dallas, TX 75235 Operating expenses \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Ronald McDonald House of Dallas 4707 Bengal Street Dallas, TX 75235 2013 Moonlight Ball \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Santa Barbara Cottage Hospital Foundation P. O. Box 689 Santa Barbara, CA 93102-0689 Operating expenses \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
Santa Barbara Neighborhood Clinics 1900 State Street, Ste G. Santa Barbara, CA 93101 Electronic Health Records Migration project \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
SpiritHorse Therapeutic Riding Center 1960 Post Oak Road Corinth, TX 76210 <i>Three-year pledge for operating expenses for therapeutic horse riding program for children with disabilities</i> \$150,000.00 2012	501c(3)	\$0.00	\$150,000.00	\$0.00	\$50,000.00	\$100,000.00
Surgical Eye Expeditions International (SEE) 6950 Hollister Avenue, Ste 250 Santa Barbara, CA 93117 <i>Sponsorship of International Sight Restoring Clinics program</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Sweetheart Ball, Inc. 6601 Turtle Creek Boulevard Dallas, TX 75205 <i>Heart research at UTSMC 2013</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Texas Scottish Rite Hospital for Crippled Children 2222 Welborn St. Dallas, TX 75219 <i>Treasure Street</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Texas Scottish Rite Hospital for Crippled Children 2222 Welborn St. Dallas, TX 75219 <i>Dallas Association of Petroleum Landmen golf tournament</i> \$1,500.00 2012	501c(3)	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
National Tuberos Sclerosis Association/Tuberos Sclerosis Alliance 801 Roeder Road, Suite 750 Silver Spring, MD 20910 <i>Three-year matching pledge for \$500,000</i> \$500,000.00 2012	501c(3)	\$0.00	\$500,000.00	\$0.00	\$175,000.00	\$325,000.00
The Warren Center 320 Custer Road Richardson, TX 75080 <i>Operating expenses for organization that provides services for children with developmental disabilities</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Surgery for the Poor 420 Fifth Avenue, 27th Floor New York, NY 10018 <i>+ Operating expenses for organization performing surgery for indigent people in developing countries</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
Total HEALTH & MEDICAL (43 items)		\$42,448,200.00	\$2,478,250.00	\$0.00	\$8,393,250.00	\$36,533,200.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
<u>RELIGION</u>						
East-West Ministries International 2001 West Plano Parkway, Ste 3000 Plano, TX 75075 <i>President's Dinner</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Midway Hills Christian Church 11001 Midway Road Dallas, TX 75229 <i>Capital needs</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Total RELIGION (2 items)		\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
<u>SOCIAL WELFARE</u>						
Acción Texas 2014 S. Hackberry Street San Antonio, TX 78210 <i>Operating expenses for micro-lender serving low-income clients in Dallas area</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
American Red Cross North Texas Region 4800 Harry Hines Dallas, TX 75235 <i>Hurricane Isaac relief efforts in southeastern U.S.</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
American Red Cross North Texas Region 4800 Harry Hines Dallas, TX 75235 <i>Hurricane Sandy relief efforts on East Coast</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Association for Independent Living 2826 Storey Lane Dallas, TX 75220 <i>Operating expenses for supported living environment for developmentally challenged adults</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Attitudes & Attire 2050 N Stemmons Freeway Mail Unit 102 Dallas, TX 75207 <i>Three-year pledge for Hopeful Smiles restorative dental program</i> \$75,000.00 2012	501c(3)	\$0.00	\$75,000.00	\$0.00	\$25,000.00	\$50,000.00
Brighter Tomorrows P.O. Box 532151 Grand Prairie, TX 75053 <i>Operating expenses for domestic violence shelter</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Brighter Tomorrows P.O. Box 532151 Grand Prairie, TX 75053 <i>Operating expenses for domestic violence and sexual assault programs</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Catholic Charities of Dallas 9461 LBJ Freeway, Ste 128 Dallas, TX 75243 <i>Renovations and moving expenses to interim location until permanent site can be secured</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Chiapas International P. O. Box 9053 Dallas, TX 75209 <i>Three-year pledge for The Last Mile Initiative</i> \$150,000.00 2012	501c(3)	\$0.00	\$150,000.00	\$0.00	\$50,000.00	\$100,000.00
ChildCareGroup 8585 North Stemmons Fwy, Ste 500 South Dallas, TX 75247-3839 <i>\$50,000 for advocacy efforts on behalf of Dallas County Child Care Alliance to improve early childhood care and education system and \$100,000 for operating expenses for early childhood centers</i> \$150,000.00 2012	501c(3)	\$0.00	\$150,000.00	\$0.00	\$150,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Citizens Development Center 8800 Ambassador Row Dallas, TX 75247 <i>Restroom Renovation project at Work Center that provides services for people with disabilities</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
CitySquare 511 N. Akard, Ste 302 Dallas, TX 75201 <i>A Night to Remember with Lyle Lovett</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Communities Foundation of Texas, Inc. 5500 Caruth Haven Lane Dallas, TX 75225 <i>DonorBridge for nonprofits</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
Contact Crisis Line P.O. Box 800742 Dallas, TX 75380-0742 <i>Spanish-language crisis help line</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
The Council on Alcoholism and Drug Abuse 232 E. Canon Perdido Santa Barbara, CA 93101 <i>Amethyst Ball</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Dallas Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Ste 390 Dallas, TX 75219 <i>Giving for Good cards program for Contran employees</i> \$15,115.00 2012	501c(3)	\$0.00	\$15,115.00	\$0.00	\$15,115.00	\$0.00
Dallas Furniture Bank P.O. Box 815788 Dallas, TX 75381 <i>Operating expenses</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dallas Furniture Bank P.O. Box 815788 Dallas, TX 75381 <i>Operating expenses</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dallas Women's Foundation Campbell Centre II 8150 N. Central Expressway, Ste 110 Dallas, TX 75206 <i>Infrastructure and capacity building</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
International Dallas Communities 12830 Hillcrest Rd, Ste D218 Dallas, TX 75230 <i>Women's Empowerment initiative for Latinas</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Direct Relief International 27 La Patera Lane Santa Barbara, CA 93117 <i>Operating expenses</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dispute Mediation Service 4144 Central Expressway, Suite 1010 Dallas, TX 75204 <i>Shared Parenting Pilot Project for FY</i> 2013 \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
East Texas Mental Health 2323 West Front Street Tyler, TX 75702 <i>+ Construction of group home for people with mental disabilities</i> \$50,000.00 2012		\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Educational First Steps 2800 Swiss Avenue Dallas, TX 75204 <i>Compliant cribs for EFS-assisted child care centers</i> \$30,000.00 2012	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Evangelical Covenant Church of America 8303 West Higgins Road Chicago, IL 60631 <i>Four-year pledge for work in the Democratic Republic of Congo</i> \$500,000.00 2011	501c(3)	\$375,000.00	\$0.00	\$0.00	\$125,000.00	\$250,000.00
Family Outreach Dallas 9100 Diceman Dallas, TX 75218 <i>+ Operating expenses</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
The Family Place P.O. Box 7999 Dallas, TX 75209-9998 <i>Operating expenses for domestic violence shelter</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
Wednesday's Child Benefit Corporation 2801 Swiss Avenue, Suite 130 Dallas, TX 75204 <i>Operating expenses</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
Galaxy Counseling Center 1025 S. Jupiter Rd. Garland, TX 75042 <i>Sexual Abuse Treatment program</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Shelter Ministries of Dallas / Genesis Women's Shelter Dallas, TX <i>Annual luncheon with Colin Powell</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Girl Scouts of Northeast Texas JoAnn Fogg Service Center 6001 Summerside Drive Dallas, TX 75252 <i>Three-year pledge for Las Mariposas de Girl Scouts for at-risk Hispanic girls</i> \$100,000.00 2011	501c(3)	\$65,000.00	\$0.00	\$0.00	\$35,000.00	\$30,000.00
Goodwill Industries of Dallas, Inc. 3020 N. Westmoreland Rd. Dallas, TX 75212 <i>Two-year pledge for the renovation and expansion of Valet Donation Center and Employment Assistance Center in Garland</i> \$300,000.00 2012	501c(3)	\$0.00	\$300,000.00	\$0.00	\$150,000.00	\$150,000.00
Grand Prairie United Charities 1417 Densman Street Grand Prairie, TX 75051 <i>+ Rent/mortgage and energy assistance to residents of Grand Prairie</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Habitat for Humanity of Southern Santa Barbara County PO Box 176 Goleta, CA 93117 <i>Operating expenses</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Homeward Bound P. O. Box 222194 Dallas, TX 75222 <i>Transitional living apartment building</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Human Rights Initiative of North Texas 2801 Swiss Avenue Dallas, TX 75204-5925 <i>Five-year pledge for operating expenses</i> \$750,000.00 2012	501c(3)	\$0.00	\$750,000.00	\$0.00	\$150,000.00	\$600,000.00
In the City for Good 10455 N. Central Expressway #109-140 Dallas, TX 75231 <i>+ Conversion of existing building to a food pantry for organization that works to revitalize the inner city</i>	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Joe Barton Family Foundation Box 91588 Arlington, TX 76015 <i>Renovations to Arlington Life Shelter</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Kid Net Foundation dba Jonathan's Place P.O. Box 140085 Dallas, TX 75214 <i>Operating expenses for children's emergency shelter, foster family training program and therapeutic residential program for girls</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Junior League of Dallas, Inc. 8003 Inwood Road Dallas, TX 75209-3335 <i>2013 Junior League Ball</i> \$3,500.00 2012	501c(3)	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0.00
Legacy Counseling Center 4054 McKinney Avenue, Suite 102 Dallas, TX 75204 <i>Mental health and substance abuse programs for people with HIV/AIDS</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dallas Legal Hospice dba Legal Hospice of Texas 1825 Market Center Blvd, Ste 550 Dallas, TX 75207 <i>Legal services to low-income residents of Dallas County with terminal illnesses or HIV</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
LifeNet Community Behavioral Healthcare	501c(3)					
9708 Skillman Dallas, TX 75243 <i>Operating expenses for organization providing mental health services for children and adults</i> \$20,000.00 2012		\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Mental Health Association in Santa Barbara County 617 Garden Street Santa Barbara, CA 93101 <i>Operating expenses for organization that provides affordable housing for clients with mental illness and low-income workers</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Metro Dallas Homeless Alliance 1818 Corsicana Street Dallas, TX 75201 <i>Operating expenses</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
Channel Islands Young Men's Christian Association/Montecito Family YMCA 591 Santa Rosa Lane Santa Barbara, CA 93108 <i>Annual Campaign for Youth</i> \$1,500.00 2012	501c(3)	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
National Council on Family Violence P.O. Box 161810 Austin, TX 78716 <i>Replacement of Hotline telephone system</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Network of Community Ministries 741 S. Sherman Street Richardson, TX 75081 <i>Seniors Choice programs</i> \$15,000.00 2012	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
New Beginning Center 218 N. Tenth Street Garland, TX 75040 <i>Operating expenses for organization providing domestic violence services</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Nexus, Inc. 8733 La Prada Drive Dallas, TX 75228 <i>Operating expenses for substance abuse residential treatment program serving women and their children</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
North Dallas Shared Ministries, Inc. 2875 Merrell Road Dallas, TX 75229-4702 <i>Clothes Closet support for the disadvantaged</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
North Texas Food Bank 4500 S. Cockrell Hill Rd. Dallas, TX 75236 <i>Food purchases for the hungry</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
The Pastoral Counseling & Education Center 4525 Lemmon Avenue Suite 200 Dallas, TX 75219-2100 <i>Second Mile Fund to subsidize therapeutic services for children and adults who qualify for financial aid</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Plan International USA 155 Plan Way Warwick, RI 02886 <i>+ Because I Am A Girl campaign</i> \$25,000.00 2012		\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Plan International USA 155 Plan Way Warwick, RI 02886 <i>Three-year pledge for Because I am a Girl campaign in Vietnam</i> \$75,000.00 2012		\$0.00	\$75,000.00	\$0.00	\$25,000.00	\$50,000.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Reconciliation Outreach Ministries 4311 Bryan St. Dallas, TX 75204 <i>Partial salary of new CEO</i> \$30,000.00 2012	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Recovery Inn 101 E. Park Blvd. Suite 203 Plano, TX 75074 <i>Housing and services for women recovering from substance abuse</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Resolana 2904 Floyd Street, Suite D Dallas, TX 75204 <i>Two-year pledge for operating expenses for organization that provides services to incarcerated women</i> \$40,000.00 2012	501c(3)	\$0.00	\$40,000.00	\$0.00	\$20,000.00	\$20,000.00
SafeHaven of Tarrant County 8701 W. Bedford Euless Rd. Ste 600 Hurst, TX 76053 <i>Playground equipment</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Salvation Army 8787 Stemmons Fwy, Ste 800 P. O. Box 36006, DIs 75235 Dallas, TX 75247 <i>Tornado disaster relief in Texas</i> \$150,000.00 2012	501c(3)	\$0.00	\$150,000.00	\$0.00	\$150,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Salvation Army of Santa Barbara 4949 Hollister Avenue P. O. Box 6190 Santa Barbara, CA 93111 <i>Food for the needy</i> \$50,000.00 2012		\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Santa Barbara Rescue Mission 535 East Yanonali Street Santa Barbara, CA 93103 <i>Downfield on the Bayou</i> \$5,000.00 2012	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Shared Housing Center, Inc. 402 N. Good Latimer Expwy Dallas, TX 75204 <i>Two-year pledge of \$250,000 for capital needs of Green Haus and \$10,000 for operating expenses</i> \$260,000.00 2011	501c(3)	\$125,000.00	\$0.00	\$0.00	\$125,000.00	\$0.00
Sky Ranch Foundation 600 N. Pearl St. Ste 640 LB 148 Dallas, TX 75201 <i>Tuition and scholarships for Summer Camp 2013</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Texas Muslim Women's Foundation P. O. Box 863388 Plano, TX 75086 <i>Three-year pledge for operating expenses</i> \$150,000.00 2012	501c(3)	\$0.00	\$150,000.00	\$0.00	\$50,000.00	\$100,000.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Texas Tenants' Union 4228 Main Street Dallas, TX 75226 <i>Operating expenses for organization providing tenant education and multi-family housing preservation programs</i> \$7,500.00 2012	501c(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Trauma Support Services of North Texas 407 N. Cedar Ridge, Ste 315 Duncanville, TX 75116 <i>+ Operating expenses</i> \$20,000.00 2012		\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Young Womens Christian Association 4144 North Central Expressway, Ste 580 Dallas, TX 75204 <i>Nurse-Family Partnership and operating expenses</i> \$75,000.00 2012	501c(3)	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00
Total SOCIAL WELFARE (68 items)		\$565,000.00	\$3,522,615.00	\$0.00	\$2,737,615.00	\$1,350,000.00
<u>UNITED WAY</u>						
United Way of Metropolitan Dallas, Inc. 1800 N. Lamar St. Dallas, TX 75202 <i>Match of Contran Corporation employees' gifts</i> \$126,000.00 2012	501c(3)	\$0.00	\$126,000.00	\$0.00	\$126,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
United Way of Santa Barbara County 320 East Gutierrez Street Santa Barbara, CA 93101-1707 <i>Educational programs for children</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Total UNITED WAY (2 items)						
		\$0.00	\$151,000.00	\$0.00	\$151,000.00	\$0.00
<u>YOUTH</u>						
29 Pieces P. O. Box 140962 Dallas, TX 75214 <i>MasterPeace lessons for elementary schools that use art, theatre and music to teach children about non-violence</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Big Thought 1409 South Lamar Street Suite 1015 Dallas, TX 75215 <i>Two-year pledge for Thriving Minds program. \$30,000 of this grant was for matching funds for South Dallas Fair Park Trust Fund for Out of School Time work in that neighborhood</i> \$500,000.00 2011						
	501c(3)	\$250,000.00	\$0.00	\$0.00	\$250,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Crystal Charity Ball 30 Highland Park Village Suite 206 Dallas, TX 75205 <i>Jubilee Park & Community Center, Letot Girls' Residential Treatment Center, Our Lady of Perpetual Help School, Retina Foundation of the Southwest, Voice of Hope Ministries, Wilkinson Center</i> \$1,000,000.00 2012	501c(3)	\$0.00	\$1,000,000.00	\$0.00	\$1,000,000.00	\$0.00
Dallas Community Lighthouse P. O. Box 495787 Garland, TX 75049-5787 <i>Salary of Program Director position</i> \$36,000.00 2012	501c(3)	\$0.00	\$36,000.00	\$0.00	\$36,000.00	\$0.00
Child Abuse Prevention Center 4210 Junius Street Dallas, TX 75246 <i>Two-year pledge for Parent Aide program</i> \$70,000.00 2012	501c(3)	\$0.00	\$70,000.00	\$0.00	\$35,000.00	\$35,000.00
Fellowship of Christian Athletes, Greater Dallas Chapter 11300 N. Central Expy, Ste 524 Dallas, TX 75243 <i>Tom Landry FCA Open golf tournament</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Florida Baptist Children's Homes P. O. Box 8190 Lakeland, FL 33802 + <i>Four-year pledge for capital campaign for new Miami Children's Center</i> \$1,000,000.00 2011	501c(3)	\$750,000.00	\$0.00	\$0.00	\$250,000.00	\$500,000.00
Girls Incorporated of Metropolitan Dallas 2040 Empire Central Drive Dallas, TX 75235 <i>Three-year grant for capacity building</i> \$150,000.00 2010	501c(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Global Fund for Children 1101 Fourteenth Street, NW, Suite 420 Washington, DC 20005 <i>Two-year pledge for grantmaking program in Mena, North Africa</i> \$60,000.00 2012	501c(3)	\$0.00	\$60,000.00	\$0.00	\$30,000.00	\$30,000.00
Hogar Infantil Texas, Inc. P. O. Box 7049 Salem, OR 97303-0031 <i>Year end expenses</i> \$2,500.00 2012	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Interfaith Housing Coalition P. O. Box 720206 Dallas, TX 75372 <i>Tutoring and educational support for homeless children</i> \$20,000.00 2012	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Junior Players Guild 4054 McKinney Avenue, Suite 104 Dallas, TX 75204 <i>Arts programs for at-risk youth</i> \$7,500.00 2012	501c(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
My TreeHouse 6333 E. Mockingbird Lane, Ste 626 Dallas, TX 75214 <i>+ Partial salary of Executive Director for organization serving families who adopt</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
United Methodist Church/Project Transformation 547 E. Jefferson Blvd. Dallas, TX 75203 <i>Summer programming for low-income youth</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Promise House, Inc. 224 West Page Avenue Dallas, TX 75208 <i>Emergency youth shelter program</i> \$40,000.00 2012	501c(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
Promising Youth Alliance 2101 N. Washington Avenue Dallas, TX 75204 <i>+ Operating expenses</i> \$100,000.00 2012	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Rainbow Days, Inc. 8150 N. Central Expressway, Ste 1600 Dallas, TX 75206 <i>Prevention programs for children, youth and parents at-risk for substance abuse</i> \$10,000.00 2012	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Reconciliation Outreach Ministries 4311 Bryan St. Dallas, TX 75204 <i>Construction cost for Dorothy Moore Youth Center, an outreach for at-risk children and youth</i> \$50,000.00 2012	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Dallas Foundation/TexProtects Fund Meadows Foundation Executive Suites 2904 Floyd Street, Ste C2 Dallas, TX 75204-5910 <i>Three-year pledge for operating expenses for organization that advocates for prevention of child abuse and neglect</i> \$225,000.00 2011	501c(3)	\$150,000.00	\$0.00	\$0.00	\$75,000.00	\$75,000.00
Trinity River Mission 2060 Singleton Blvd. Ste 104 Dallas, TX 75212 <i>Operating expenses for community learning center for children, youth and families in West Dallas</i> \$25,000.00 2012	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Total YOUTH (20 items)		\$1,200,000.00	\$1,516,000.00	\$0.00	\$2,076,000.00	\$640,000.00
Grand Totals (221 items)		\$48,075,680.00	\$11,854,715.00	\$0.00	\$18,504,715.00	\$41,425,680.00

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2012

75-2222091

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

<u>Name and address</u>	<u>Purpose</u>	<u>Amount</u>
Parkland Foundation	Health & Medical	27,418,200
Presbyterian Communities and Services Foundation	Health & Medical	7,500,000
The Dallas Arboretum	Civic	987,480
Planned Parenthood Federation of America	Health & Medical	800,000
Human Rights Initiative of North Texas	Civic	600,000
Florida Baptist Children's Homes	Youth	500,000
Perot Museum of Nature & Science	Arts & Culture	400,000
Tuberous Sclerosis Alliance	Health & Medical	325,000
Planned Parenthood of North Texas, Inc.	Health & Medical	300,000
Hunt Alternatives Fund	Civic	300,000
The Evangelical Covenant Church	Social Welfare	250,000
Public Campaign	Civic	250,000
Communities Foundation of Texas	Education	225,000
Brown University	Education	160,000
Greenhill School	Education	150,000
Goodwill Industries of Dallas	Civic	150,000
Texas Chrisitan University	Education	150,000
Dallas Black Dance Theatre	Arts & Culture	100,000
The Chiapas Project	Civic	100,000
North Texas Food Bank	Health & Medical	100,000
SpiritHorse Therapeutic Riding Center	Health & Medical	100,000
Texas Muslim Women's Foundation	Religious	100,000
TexProtects	Youth	75,000
Texas Appleseed	Civic	75,000
Dignitas International	Health & Medical	50,000
Attitude & Attire	Civic	50,000
PLAN International USA	Education	50,000
Our Lady of Perpetual Help School	Education	40,000
Family Compass	Youth	35,000
Girl Scouts of Northeast Texas	Social Welfare	30,000
The Global Fund for Children	Youth	30,000
Alba Golden Independent School District	Education	25,000
Dallas Children's Theater	Arts & Culture	25,000
Mi Escuelita PreSchool	Education	25,000
PediPlace	Health & Medical	25,000
Texas Organizing Project Education Fund (TOP)	Civic	25,000
Resolana	Civic	20,000
DME Exchange of Dallas	Health & Medical	15,000
National Alliance for Partnerships in Equity Education	Education	15,000
Total		<u>\$41,575,680</u>

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2012

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Part VIII - line 1
 List of officers and directors

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

* Director