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

2012

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

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

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

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16) J Accounting method. Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) --
 ► \$ 8,681,270.

A Employer identification number
76-0398915

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

C If exemption application is pending, check here ►

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

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	832.	832.	N/A	
	4 Dividends and interest from securities	307,489.	307,489.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	1,028,234.			
	b Gross sales price for all assets on line 6a	4,798,502.			
	7 Capital gain net income (from Part IV, line 2)		1,028,234.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)	340.	340.		
	See Statement 1				
	12 Total. Add lines 1 through 11 ..	1,336,895.	1,336,895.		
	13 Compensation of officers, directors, trustees, etc	215,153.		215,153.	
	14 Other employee salaries and wages	88,099.		88,099.	
	15 Pension plans, employee benefits	43,401.		43,401.	
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	1,800.	900.	900.	
	c Other prof fees (attach sch) See St 3	59,317.	44,317.	15,000.	
	17 Interest 11/1/2013 See Stm 4	1,013.	13.		
	18 Taxes (attach schedule) See Stm 4				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	17,913.		17,913.	
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 5	28,625.	1,649.	26,976.	
	24 Total operating and administrative expenses. Add lines 13 through 23	455,321.	46,879.	407,442.	
	25 Contributions, gifts, grants paid Part XV	3,433,465.		3,433,465.	
	26 Total expenses and disbursements. Add lines 24 and 25	3,888,786.	46,879.	3,840,907.	
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-2,551,891.			
	b Net investment income (if negative, enter -0-)		1,290,016.		
	c Adjusted net income (if negative, enter 0-)				

 11/1/2013
 See St 2
 See St 3
 See Stm 4
 See Stm 4

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		627,865.	884,067.	884,067.
	3 Accounts receivable	2,712.			
	Less allowance for doubtful accounts		501,969.	2,712.	2,712.
	4 Pledges receivable				
	Less allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch)				
	Less allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		13,588.	5,499.	5,499.
	10a Investments – U S. and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) Statement 6		5,521,681.	4,033,924.	5,484,228.
	c Investments – corporate bonds (attach schedule) Statement 7		1,315,145.	1,077,834.	1,042,449.
L I A B I T I E S	11 Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) Statement 8		1,566,007.	990,328.	1,262,315.
	14 Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
	15 Other assets (describe				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		9,546,255.	6,994,364.	8,681,270.
N F E T N D A S B S A E L T A S N C E R S	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		9,546,255.	6,994,364.	
	30 Total net assets or fund balances (see instructions)		9,546,255.	6,994,364.	
	31 Total liabilities and net assets/fund balances (see instructions)		9,546,255.	6,994,364.	

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	9,546,255.
2 Enter amount from Part I, line 27a	2	-2,551,891.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	6,994,364.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,994,364.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Sale of Marketable Securities			P	Various	Various
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,798,502.		3,770,268.	1,028,234.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a			1,028,234.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	1,028,234.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3	0.	
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	3,966,598.	13,674,545.	0.290072
2010	3,606,901.	15,150,602.	0.238070
2009	3,316,493.	18,070,752.	0.183528
2008	3,035,405.	23,252,388.	0.130542
2007	2,435,781.	26,763,819.	0.091010
2 Total of line 1, column (d)			2 0.933222
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.186644
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 10,544,387.
5 Multiply line 4 by line 3			5 1,968,047.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,900.
7 Add lines 5 and 6			7 1,980,947.
8 Enter qualifying distributions from Part XII, line 4			8 3,840,907.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.	
	Date of ruling or determination letter. (attach copy of letter if necessary – see instrs)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 12,900
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 0.
3	Add lines 1 and 2	3 12,900.
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 12,900.
6	Credits/Payments	
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 13,386.
b	Exempt foreign organizations – tax withheld at source	6 b
c	Tax paid with application for extension of time to file (Form 8868)	6 c 625.
d	Backup withholding erroneously withheld	6 d
7	Total credits and payments. Add lines 6a through 6d	7 14,011.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 1,111.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax	11 1,111. Refunded 0.

Part VII-A | **Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a		X

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

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

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

	X
--	---

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

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

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
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4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	X
--	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

	N/A
--	-----

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

See Statement 9

	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:

	X
--	---

• By language in the governing instrument, or

	X
--	---

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

	X
--	---

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

	X
--	---

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

	X
--	---

TX

	X
--	---

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
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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation 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? Website address	13	X
14	The books are in care of ▶ <u>Rebecca C. Young</u> Telephone no. ▶ <u>713-580-1800</u> Located at ▶ <u>109 N. Post Oak Ln, Ste 220 Houston TX</u> ZIP + 4 ▶ <u>77024</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year.	15	N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16	Yes X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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? If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here Yesc If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

If 'Yes' to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		215,153.	11,989.	0.

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

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

Total number of other employees paid over \$50,000 Yes No Don't know

0

BAA TEEA0306L 12/25/12

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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		

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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	N/A
2	
3	
4	

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

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

1	N/A
2	

All other program-related investments See instructions

3

Total. Add lines 1 through 3

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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	1 a	9,680,108.
b	Average of monthly cash balances	1 b	1,024,853.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	10,704,961.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,704,961.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	160,574.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,544,387.
6	Minimum investment return. Enter 5% of line 5	6	527,219.

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	527,219.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	12,900.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	12,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	514,319.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	514,319.
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	514,319.

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	1 a	3,840,907.
b	Program-related investments – total from Part IX-B	1 b	
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	3 a	
a	Suitability test (prior IRS approval required)	3 b	
b	Cash distribution test (attach the required schedule)	4	3,840,907.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	12,900.
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)	6	3,828,007.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				514,319.
2 Undistributed income, if any, as of the end of 2012:			0.	
a Enter amount for 2011 only		0.		
b Total for prior years 20 20 20				
3 Excess distributions carryover, if any, to 2012				
a From 2007 1,116,229.				
b From 2008 1,882,552.				
c From 2009 2,420,083.				
d From 2010 2,889,327.				
e From 2011 3,327,319.				
f Total of lines 3a through e 11,635,510.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 3,840,907.			0.	
a Applied to 2011, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				514,319.
e Remaining amount distributed out of corpus	3,326,588.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,962,098.			
b Prior years' undistributed income Subtract line 4b from line 2b	0.			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	0.			
d Subtract line 6c from line 6b Taxable amount – see instructions	0.			
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions		0.		
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,116,229.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	13,845,869.			
10 Analysis of line 9.				
a Excess from 2008 1,882,552.				
b Excess from 2009 2,420,083.				
c Excess from 2010 2,889,327.				
d Excess from 2011 3,327,319.				
e Excess from 2012 3,326,588.				

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	'Assets' alternative test – enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	'Support' alternative test – enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income.				

Part XV: Supplementary Information (Complete this part only if the 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))

Gay A. Roane

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

None

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

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

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

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
See attached	N/A	Public	See attached	3,433,465.
Total				► 3a 3,433,465.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	832.	
4 Dividends and interest from securities			14	307,489.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,028,234.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>Partnership Income</u>			14	340.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,336,895.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,336,895.

Part XVIIB Relationship of Activities to the Accomplishment of Exempt Purposes

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

Part XVII : Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of.

- (1) Cash
- (2) Other assets
- Other transactions

3 Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of Preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign
Here

Suecia Khan 10-15-13 ► Executive Director

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of filer or trustee		Date	Check <input checked="" type="checkbox"/> if self-employed	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	PTIN	
	Jody Blazek		9/27/13	P00072674	
	Firm's name ▶ Blazek & Vetterling	Firm's EIN ▶ 76-0269860			
Firm's address ▶ 2900 Weslayan, Suite 200					
	Houston, TX 77027-5132			Phone no	(713) 439-5739

BAA

Form 990-PF (2012)

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income	\$ 340.	\$ 340.	\$ 340.
Total	<u>\$ 340.</u>	<u>\$ 340.</u>	<u>0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	\$ 1,800.	\$ 900.		\$ 900.
Total	<u>\$ 1,800.</u>	<u>\$ 900.</u>		<u>\$ 900.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisory fees	\$ 44,317.	\$ 44,317.		
Scholarship administration	\$ 15,000.			\$ 15,000.
Total	<u>\$ 59,317.</u>	<u>\$ 44,317.</u>		<u>\$ 15,000.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 1,000.			
Foreign tax	\$ 13.	\$ 13.		
Total	<u>\$ 1,013.</u>	<u>\$ 13.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Education expenses	\$ 297.			\$ 297.
Insurance	3,298.	\$ 1,649.		1,649.
Membership fees	2,628.			2,628.
Office supplies & expense	1,585.			1,585.
Other expenses	1,371.			1,371.
Scholarship program	1,433.			1,433.
Software Maintenance	9,880.			9,880.
Telephone expense	2,977.			2,977.
Website	5,156.			5,156.
Total	\$ 28,625.	\$ 1,649.		\$ 26,976.

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - see attached	Cost	\$ 2,362,111.	\$ 3,629,544.
LKCM Fund	Cost	606,229.	662,445.
Ishares Trust MSCI	Cost	250,047.	291,601.
Harding Loevner Funds, Inc.	Cost	815,537.	900,638.
	Total	\$ 4,033,924.	\$ 5,484,228.

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - see attached	Cost	\$ 339,345.	\$ 285,817.
Pimco Total Return Fund CL	Cost	738,489.	756,632.
	Total	\$ 1,077,834.	\$ 1,042,449.

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

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Double Black Diamond, Ltd.	Cost	\$ 400,002.	\$ 671,989.
Overseas CAP Partners Inc.	Mkt Val	568,488.	568,488.
Condera Absolute Return Strategies	Mkt Val	21,838.	21,838.
	Total	\$ 990,328.	\$ 1,262,315.

Statement 9**Form 990-PF, Part VII-A, Line 5****Liquidation, Dissolution, Termination, or Substantial Contraction****Liquidation, Dissolution, Termination, or Substantial Contraction**

The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions:

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose listed on the schedule. During this tax year, the Foundation paid grants in an amount representing more than 25% of the Foundation's net assets of \$11,587,860 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2012. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

Statement 10**Form 990-PF, Part VIII, Line 1****List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri- bution to EBP & DC	Expense Account/ Other
Linda K. May 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	President/Dir 40.00	\$ 128,066.	\$ 7,249.	\$ 0.
Robert F. Henricksen 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	VP / Director 1.00	0.	0.	0.
Amanda J. Cloud 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Secretary/Treas 40.00	87,087.	4,740.	0.
Gay A. Roane 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 4.00	0.	0.	0.
Betty K. Mathis 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 1.00	0.	0.	0.
Jim T. Mills 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 1.00	0.	0.	0.
John Durie 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 1.00	0.	0.	0.
Total		\$ 215,153.	\$ 11,989.	\$ 0.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Linda May
Care Of: The Simmons Foundation
Street Address: 109 N. Post Oak Lane, Ste. 220
City, State, Zip Code: Houston, TX 77024
Telephone:
E-Mail Address:
Form and Content: See the Foundation's website for application form and
guidelines: www.thesimmonsfoundation.org/applicants
Submission Deadlines: See the Foundation's website.
Restrictions on Awards: See the Foundation's website.

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

		Book Value	FMV
620	Abbott Laboratories	26,205	40,610
280	Allergan Inc.	22,704	25,684
700	Apache Corp	73,035	54,950
91	Apple Inc.	17,294	48,428
1,500	AT&T Inc.	42,297	50,565
700	Caterpillar Inc.	36,096	62,726
1,020	Celgene Corp	57,536	80,039
600	ChevronTexaco Corp	45,471	64,884
2,300	Cisco Systems	52,343	45,194
1,400	Coca Cola Co	45,388	50,750
235	Cognizant Technology Sol	15,616	17,362
1,000	Danaher Corp	33,344	55,900
30	Davita Healthcare Partners, Inc.	3,376	3,316
275	Discovery Communications Inc.	12,296	17,457
535	Dollar General Corporation	19,637	23,588
1,000	Dominion Resources Inc. VA New	47,305	51,800
1,900	Dow Chemical Co	51,441	61,426
1,200	Eaton Corporation PLC	62,287	65,016
525	Ebay, Inc.	23,532	26,774
305	Ecolab Inc.	19,574	21,930
1,100	EI DuPont De Nemours & Co	59,115	49,476
17,729	Exxon Mobil Corp	604,382	1,534,445
395	Facebook Inc.	8,287	10,515
160	Family Dollar Stores Inc.	9,456	10,146
600	Fedex Corp	50,264	55,032
3,790	General Electric Co	66,100	79,552
24	Google Inc.	13,855	16,977
65	WW Grainger Inc	12,450	13,154
1,500	Intel Corp	28,721	30,930
300	International Bus Machines	24,075	57,465
31	Intuituve Surgical Inc. New	9,693	15,201
440	Las Vegas Sands Corp	19,547	20,310
230	Estee Lauder Companies Inc.	13,693	13,768
700	McDonalds Corp	39,920	61,747
1,300	Merck & Co Inc.	51,265	53,222
1,300	Microsoft Corp	32,614	34,723
300	Monsanto Co	22,159	28,395
800	Nextera Energy Inc	51,910	55,352
1,300	Oracle Corp	38,005	43,316
2,300	Pfizer Inc.	38,478	57,682
600	Phillip Morris International Inc.	53,619	50,184
1,900	PPL Corporation	54,226	54,397
128	Precision Castparts Corp	21,416	24,246
700	Quallcom Inc.	35,141	43,302
385	Sabmiller PLC	12,895	18,014
890	Schlumberger Ltd	64,764	61,676
130	Shire PLC	11,773	11,983
1,200	Southern Co	38,255	51,372
335	Starbucks Corp	15,241	17,966

535	Tencent Holdings Limited	13,405	17,187
700	Thermo Fisher Scientific Inc.	35,983	44,646
425	TJX Companies Inc. New	18,296	18,041
145	Union Pacific Corp	17,894	18,229
700	United Technologies	47,156	57,407
135	Visa Inc.	10,657	20,463
160	Yum Brands Inc.	10,625	10,624
Total Corporate Stock		<u>2,362,111</u>	<u>3,629,544</u>

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

		Book Value	FMV
9,000	Ares Cap Corp Sr. Nt	9,475	9,546
72,000	ATP Oil & Gas Corp	57,053	7,920
15,000	Beazer Homes USA Inc. Sr. Nt	15,720	15,694
9,000	Breitburn Energy Partners LP Sr. Nt	9,543	9,810
9,000	CityCenter Hldgs LLC	9,596	9,630
15,000	Comstock Res Ins Sr Nt	15,635	15,750
15,000	Cricket Communications Inc.	13,241	15,300
16,000	Harrahs Operating Co Inc.	16,971	17,140
10,000	Icahn Enterprises LP/Corp	10,051	10,738
12,000	ITC Deltacom Inc.	12,866	12,840
16,000	Level 3 Fing Inc. Sr Nt	17,400	17,840
15,000	Marina District Finance Co Sr Sec	15,281	14,400
15,000	Navios Maritime Hldgs Inc.	15,073	14,963
20,000	NII Cap Corp	16,759	15,150
14,000	Niska Gas Storage US, LLC	14,253	14,385
9,000	Northern Oil & Gas Inc. Nev Sr Nt	9,295	9,180
7,000	Penn VA Corp	7,463	7,385
18,000	Penny JC Corp Inc	16,210	15,615
11,000	Phi Inc. Sr Nt	11,614	11,770
10,000	Prospect Capital Corporation Conv	9,971	10,206
33,000	Radioshack Corp Sr Nt	26,088	20,790
9,000	United Refng Co Sr Sec Nt	9,789	9,765
Total Corporate Bonds		<u>339,345</u>	<u>285,817</u>

Part XV, Line 3(a), Page 11, Form 990PF

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Accion Texas Inc 2014 S Hackberry St San Antonio, Texas 78210	Civic and Community	None	509(a)(1)	(Program) Toward making loans to small businesses that do not have access to traditional commercial sources of lending	\$ 20,000
Albert Schweitzer Fellowship Inc 3701 Kirby Drive, Suite 600 Houston, TX 77098	Civic and Community	None	509(a)(1)	(Operating) Toward helping to reduce disparities in health and healthcare by developing "leaders in service" among college and university students who collaborate to create programs for underserved communities	20,000
Asia Society Texas Center 1370 Southmore Blvd Houston, Texas 77004	Civic and Community	None	509(a)(1)	(Operating) Toward promoting understanding among diverse leaders, populations and institutions about Asia and the Asian community	15,000
Association for Community Broadcasting 4343 Elgin Houston, TX 77204-0008	Civic and Community	None	509a(1)	(Operating) Toward Houston's public radio and television	2,500
Bridges To Life P O Box 19039 Houston, TX 77224-9039	Civic and Community	None	509(a)(1)	(Operating) Toward 14-week prison ministry bringing victims of violent crime into prisons to work with offenders in the hopes of reducing rates of recidivism and promoting healing for both groups	15,000
Chinese Community Center Inc 9800 Town Park Drive Houston, TX 77036	Civic and Community	None	509(a)(1)	(Program) Toward THRIVE -- an asset building program that assists low-to-moderate income families build financial stability by providing workforce development, financial literacy, homebuyer education, and income support services	20,000
Colorado Nonprofit Development Center PO Box 880587 Steamboat Springs, Colorado 80488	Civic and Community	None	509(a)(1)	(Program) Toward providing information, referrals and interpretation services for immigrants living in Colorado's Routt and Mofatt counties	10,000
Colorado Nonprofit Development Center PO Box 880587 Steamboat Springs, Colorado 80488	Civic and Community	None	509(a)(1)	(Operating) Toward providing information, referrals and interpretation services for immigrants living in Colorado's Routt and Mofatt counties	2,000
Discovery Green Conservancy 1500 McKinney St Houston, TX 77010	Civic and Community	None	509a(1)	(Program) Toward helping to restore the great lawn due to drought	2,500
Executive Service Corps Of Houston Inc 2630 Fountainview, Suite 428 Houston, TX 77057	Civic and Community	None	509(a)(1)	(Operating) Toward promoting best management practices in the nonprofit sector by utilizing skills of retired executives as consultants	15,000
Greater Houston Community Foundation 770 S Post Oak Lane, Suite 525 Houston, Texas 77056	Civic and Community	None	509a(1)	(Operating) Toward helping to provide social purpose ministries with a professional forum to strengthen their capacity to fulfill their mission	25,000
Holocaust Museum Houston 5401 Caroline Street Houston, TX 77004	Civic and Community	None	509(a)(1)	(Operating) Toward programs that teach the lessons of the Holocaust and educate adults and youth about moral responsibility and the dangers of hatred, prejudice and apathy	20,000
Houston Area Urban League 1301 Texas Avenue Houston, TX 77002	Civic and Community	None	509a(1)	(Operating) Toward empowering communities by changing lives to ensure economic independence through education, workforce and economic development and training	15,000

Part XV, Line 3(a), Page 11, Form 990PF

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Houston Tomorrow 3015 Richmond, Suite 250 Houston, TX 77098	Civic and Community	None	509(a)(1)	(Operating) Toward research and analysis that helps to inform public policies related to quality of life issues	5,000
Jewish Community Center Of Houston 5601 South Braeswood Houston, TX 77096	Civic and Community	None	509(a)(1)	(Operating) Toward "RSVP Program"-- partial salary for a part-time Project Coordinator in Montgomery and Liberty Counties	10,000
Jewish Family Service 4131 South Braeswood Houston, TX 77025	Civic and Community	None	509a(1)	(Program) Toward funding the Coordinator of Volunteer Services to recruit, train and manage volunteers to benefit the community	10,000
Leadership Houston Inc 2909 Hillcroft, Suite 300 Houston, TX 77057	Civic and Community	None	509a(2)	(Operating) Toward enlightening and empowering diverse individuals to create a network of committed Houstonians who are engaged in the community	10,000
Local Initiatives Support Corporation 1111 North Loop West, Ste 740 Houston, TX 77008	Civic and Community	None	509(a)(1)	(Operating) Toward transforming distressed neighborhoods into healthy, sustainable communities	20,000
Neighborhood Centers, Inc P O Box 271389 Houston, TX 77277-1389	Civic and Community	None	509a(1)	(Operating) Toward bringing resources, education and connection to underserved neighborhoods	30,000
OneStar Foundation 9011 Mountain Ridge Drive Suite 100 Austin, Texas 78759	Civic and Community	None	509(a)(1)	(Program) Toward "The Texas Connector" -- an interactive mapping tool enabling nonprofits to identify potential collaborators and gaps in service	20,000
Our Global Village P O Box 70443 Houston, Texas 77270	Civic and Community	None	509(a)(1)	(Capacity Building) Toward staff development, sales and marketing equipment for the Community Cloth program	10,000
Our Global Village P O Box 70443 Houston, Texas 77270	Civic and Community	None	509(a)(1)	(Program) Toward "Community Cloth" -- a micro-enterprise effort to empower refugee women artisans so they learn entrepreneurial skills, build a support network and generate income for their families	15,000
Our Global Village P O Box 70443 Houston, Texas 77270	Civic and Community	None	509(a)(1)	(Operating) Toward empowering grassroots leaders including a micro-enterprise effort to empower refugee women artisans	5,000
Project Row Houses P O Box 1011 Houston, Texas 77251	Civic and Community	None	509(a)(1)	(Operating) Toward transforming a community through the celebration of art and African American culture and history	20,000
Rothko Chapel 1409 Sul Ross Houston, TX 77006	Civic and Community	None	509(a)(1)	(Operating) Toward sacred space open to all and human rights programming that promotes social justice and elevates community discourse and education	15,000
SPARK P O Box 1562 Houston, TX 77251	Civic and Community	None	509a(1)	(Operating) Toward public/private effort to build parks on public school campuses for the use of students and the surrounding community	10,000
Texas Freedom Network Education Fund P O Box 1624 Austin, Texas 78767	Civic and Community	None	509(a)(1)	(Operating) Toward providing citizen education, research and skills to support religious freedom, individual liberties and public education	15,000
Texas One Voice 5120 Woodway Drive, Suite 6000 Houston, Texas 77056	Civic and Community	None	509(a)(1)	(Operating) Toward public policy initiatives, advocacy, regulation and funding on behalf of health, education and human services in the greater Houston area	25,000

Part XV, Line 3(a), Page 11, Form 990PF

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Texas One Voice 5120 Woodway Drive, Suite 6000 Houston, Texas 77056	Civic and Community	None	509(a)(1)	(Capacity Building) Toward improving the organization's website including enhanced, interactive content and social media	10,000
Voices Breaking Boundaries PO Box 541247 Houston, Texas 77254-1247	Civic and Community	None	509(a)(1)	(Operating) Toward enabling people to sustain dialogue and promote social justice by giving a voice to marginalized communities	15,000
Adult Reading Center Inc 2246 North Washington Ave Pearland, TX 77581-3473	Education	None	509(a)(1)	(Operating) Toward providing adult learners with free literacy instruction in southeast Harris, Brazoria, Fort Bend and Galveston counties	20,000
Aurora Picture Show 2442 Bartlett Street Houston, Texas 77098	Education	None	509(a)(1)	(Program) Toward "Mobile Media Literacy Outreach" -- media literacy program educating students on the media arts and providing hands-on experiences for artistic expression	7,500
Austin Community Foundation 4315 Guadalupe Street Suite 300 Austin, TX 78751	Education	None	509a(1)	(Program) Toward researching the effects of cutbacks in education during Texas 82nd legislative session	5,000
Center For Reform Of School Systems Inc 448 West 19th Street #509 Houston, Texas 77008	Education	None	509(a)(1)	(Operating) Toward reform governance leadership training for school board members	15,000
Chinquapin Preparatory School 2615 E Wallisville Road Highlands, TX 77562-3199	Education	None	509(a)(1)	(Operating) Toward providing high quality, college preparatory education for motivated youth from low-income families in greater Houston	25,000
Citizen Schools Inc 2700 Southwest Freeway Suite B Houston, TX 77098	Education	None	509(a)(1)	(Operating) Toward after-school programs that teach critical skills to students and provide opportunities for civic engagement	20,000
DiscoverU P O Box 4059 Houston, Texas 77210	Education	None	509(a)(1)	(Program) Toward exposing at-risk high school students to "Fantastic Learning Opportunities" that further their vision and foster an interest in pursuing their education	20,000
Families Empowered 3900 Essex Lane, Suite 1200 Houston, TX 77027	Education	None	509(a)(1)	(Operating) Toward empowering families with the necessary skills, information and knowledge to choose a high-quality school, and to activate parents to better advocate for their children	25,000
Friends of Perry Mansfield 40755 County Road 36 Steamboat Springs, Colorado 80487	Education	None	509a(2)	(Operating) Toward scholarships and programs for youth interested in the performing and creative arts	5,000
Galveston Independent School District Educational Foundation PO Box 660 Galveston, Texas 77553	Education	None	509(a)(1)	(Capacity Building) Toward technology upgrades and a part-time assistant to increase the outreach and capacity of the organization	10,000
Great Expectations Foundation 717 North Grand Tahlequah, Oklahoma 77464	Education	None	509a(1)	(Program) Toward a teaching reform movement that motivates, inspires and challenges individuals to achieve excellence in learning and living	25,000
Hope Stone Inc 1210 West Clay St Suite 26 Houston, Texas 77019	Education	None	509(a)(1)	(Operating) Toward "Hope Stone Kids"-- after school arts education for at-risk youth ages 6 - 18 including dance, theater, yoga, music and photography	10,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Houston Baptist University 7502 Fondren Road Houston, TX 77074	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,500
Houston Center For Contemporary Craft 4848 Main Street Houston, Texas 77002	Education	None	509(a)(1)	(Program) Toward educational outreach arts programs for underserved children in the Houston area	10,000
Houston Center For Photography 1441 West Alabama Houston, Texas 77006	Education	None	509(a)(1)	(Program) Toward contemporary photography education and outreach programs for high school students	12,500
Houston Community College Foundation 3100 Main Street, Suite 12B12, MC 1148 Houston, Texas 77002	Education	None	509(a)(1)	(Program) Toward curriculum development, adjunct faculty, community outreach and scholarships for Child Advocacy Studies Training (CAST) at Coleman College for Health Sciences	20,000
Houston Independent School District Foundation c/o HISD 4400 West 18th Street Houston, TX 77092	Education	None	509a(1)	(Program) Toward "Apollo 20"-- an initiative designed to accelerate HISD's efforts to improve student performance in every school and close the achievement gap district-wide	25,000
Houston Read Commission 2401 Portsmouth #230 Houston, Texas 77098	Education	None	509(a)(1)	(Operating) Toward leading and mobilizing a coalition of literacy providers and resources to improve literacy among residents in greater Houston	25,000
Katy Artreach 4211 Stonecroft Circle Katy, Texas 77450	Education	None	509(a)(1)	(Program) Toward providing arts programs to underserved communities in partnership with other agencies	15,917
Kick Drugs Out Of America Foundation 3800 North Shepherd, Suite 3800B Houston, Texas 77018	Education	None	509(a)(1)	(Program) Toward martial arts-based program to strengthen students' self-image, utilizing character building and life skills curriculum	10,000
Literacy Advance Of Houston Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Education	None	509a(2)	(Capacity Building) Toward a stipend for a 15 - 20 hr/week intern for the 2012 - 2013 school year	8,000
Knoxville College 901 Knoxville College Drive Knoxville, TN 37921	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,500
Literacy Advance Of Houston Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Education	None	509a(2)	(Operating) Toward transforming lives and communities through literacy	20,000
Literacy Volunteers Of Fort Bend County Inc 12530 Emily Court Sugar Land, TX 77478	Education	None	509(a)(1)	(Operating) Toward comprehensive literacy program serving adults in Fort Bend County	20,000
Main Street Theater At Autry House 2540 Times Blvd Houston, Texas 77005	Education	None	509a(2)	(Program) Toward "Education & Outreach" - - providing literacy, theater education and arts integration for area schools and other organizations	25,000
Menil Foundation, Inc 1519 Branaard Houston, TX 77006	Education	None	509a(1)	(Program) Toward "Writing at the Menil"-- a collaborative effort between the Menil Museum and WITS that works with young children as they experience art and learn how to express themselves on paper	10,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Multicultural Education And Counseling Through The Arts 1900 Kane Street Houston, Texas 77007	Education	None	509(a)(1)	(Program) Toward "After-School Programs"-- providing year-round arts instruction along with family support services to at-risk children primarily from the First and Sixth Wards	25,000
Musiqa 1119 Waugh, #1 Houston, Texas 77019	Education	None	509(a)(1)	(Program) Toward "Around the World with Musiqa" and "Musiqa Remix"-- introducing elementary and middle school students to live, contemporary classical music	15,000
Nehemiah Center Inc 5015 Fannin Street Houston, Texas 77004	Education	None	509(a)(1)	(Operating) Toward pre-K, after school programs and family enrichment for children and their families in the Third Ward	20,000
NewSpring 5697 Bayou Glen Houston, Texas 77056	Education	None	509(a)(1)	(Program) Toward "Visual Arts Program"-- providing after-school arts curriculum and studio space for Spring Branch students	15,000
Partnership For The Advancement & Immersion Of Refugees 6440 Hillcroft, Suite 302 Houston, Texas 77081	Education	None	509(a)(1)	(Operating) Toward empowering refugee youth by providing mentors and volunteers to help with academics, acculturation, and encouragement to pursue higher education and other opportunities	20,000
Project Grad Houston 3000 Richmond Avenue Suite 400 Houston, Texas 77098	Education	None	509(a)(1)	(Operating) Toward support for college access programs that increase the number of economically disadvantaged students graduating from high school	20,000
Sam Houston State University PO Box 2539 Huntsville, TX 77341	Education	None	170(b)(1)(A)(ii)	Scholarship Program	10,000
Small Steps Nurturing Center 2902 Jensen Drive Houston, Texas 77026	Education	None	509(a)(1)	(Operating) Toward early childhood education programs for economically at-risk children and their families	20,000
St Johns School 2401 Claremont Lane Houston, Texas 77019	Education	None	509(a)(1)	(Operating) Toward a collaborative program that increases opportunities for motivated, at-risk middle-school students, and encourages talented high school students to serve as mentors	15,000
Teach For America Inc 2 Greenway Plaza Suite 500 Houston, Texas 77046	Education	None	509(a)(1)	(Operating) Toward developing a strong teacher corps to teach at-risk students, while encouraging an expanding group of alumni to continue their interest and commitment to public education	25,000
Texas A&M University P O Box 30015 College Station, TX 77842	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
Texas A&M University at Kingsville 700 University Blvd Kingsville, TX 78363	Education	None	170(b)(1)(A)(ii)	Scholarship Program	1,553
Texas Association For The Education Of Young Children P O Box 4997 Austin, Texas 78765-4997	Education	None	509a(2)	(Operating) Toward training and scholarships for early childhood educators	10,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Texas Women's University P O Box 425439 Denton, TX 76204-5439	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
The Education Foundation Of Harris County 6300 Irvington Boulevard, Suite #305 Houston, Texas 77022	Education	None	509(a)(1)	(Program) Toward "All Earth EcoBot Challenge" -- a learning experience and tool to improve STEM skills and understand their application into the world of commerce and industry	15,000
The Mercury Baroque Ensemble 2311 Canal Street, Suite 202 Houston, Texas 77003	Education	None	509a(2)	(Program) Toward "Music in Motion"-- encouraging appreciation of classical music and development of language, motor and listening skills for elementary and pre-K students	15,000
University of Houston 323 Agnes Arnold Hall Houston, Texas 77204	Education	None	170(b)(1)(A)(ii)/170(b)(1)(A)(v)	(Program) Toward "Academic Achievers"-- high school outreach to recruit and retain students, improve academic outcomes and encourage enrollment in institutions of higher education	20,000
University of Houston-Central 4800 Calhoun Road Houston, TX 77204	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
University of Houston-Downtown One Main Street Houston, TX 77002	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,500
University of Houston Graduate School of Social Work 237 Social Work Building Houston, TX 77204-4013	Education	None	170(b)(1)(A)(ii)/170(b)(1)(A)(v)	(Program) Toward scholarship support to increase number of bi-lingual, culturally sensitive students to attend the Graduate College of Social Work	26,000
University of St Thomas 4115 Yoakum Houston, TX 77006	Education	None	170(b)(1)(A)(ii)	Scholarship Program	236
University of Texas at Austin P O Box 7758, UT Station Austin, TX 78731-7758	Education	None	170(b)(1)(A)(ii)	Scholarship Program	7,500
University of Texas at Dallas 800 West Campbell Road Richardson, TX 75080	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
University of Texas at San Antonio University Heights, Suite 500 One UTSA Circle San Antonio, TX 78249	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
Womens Resource Of Greater Houston 730 N Post Oak Road, Suite 204 Houston, Texas 77024	Education	None	509(a)(1)	(Capacity Building) Toward purchase and implementation of volunteer management software	10,000
Womens Resource Of Greater Houston 730 N Post Oak Road, Suite 204 Houston, Texas 77024	Education	None	509(a)(1)	(Operating) Toward financial literacy seminars for women and leadership programs for young women in area high schools	15,000

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Writers in the Schools 1523 West Main Street Houston, TX 77006	Education	None	509a(1)	(Program) Toward providing writing workshops in the classroom and with collaborating organizations for students in low-income schools	12,000
Yampatika 925 Weiss Drive Steamboat Springs, CO 80487	Education	None	509a(2)	(Program) Toward "No Child Left Inside"-- K-5 environmental literacy program	10,000
Yampatika 925 Weiss Drive Steamboat Springs, CO 80487	Education	None	509a(2)	(Program) Toward environmental literacy programs for children and youth	2,500
Yes Prep Public Schools Inc 6201 Bonhomme Road, Suite 168-N Houston, Texas 77036	Education	None	509(a)(1)	(Operating) Toward providing a comprehensive educational program that prepares inner-city minority students for matriculation and success in a four-year college or university	30,000
Young Mens Christian Association of Greater Houston Area P O Box 3007 Houston, TX 77253-3007	Education	None	509a(2)	(Program) Toward "Water Wise" -- a program to teach basic swimming and water safety skills to children and families living in 30 low-income apartment complexes	15,000
Aishel House Inc 1955 University Blvd Houston, Texas 77030	Health	None	509(a)(1)	(Operating/Capital) Toward housing for patients and families at the Texas Medical Center	25,000
Baylor College Of Medicine Baylor Teen Health Clinic 1504 Taub Loop Houston, TX 77030	Health	None	509(a)(1)	(Program) Toward providing primary and comprehensive healthcare through the Teen Health Clinic at Lee High School	30,000
Bering Omega Community Services PO Box 540517 Houston, Texas 77254-0517	Health	None	509(a)(1)	(Operating) Toward providing health care and social services to the indigent and underserved and those persons living with HIV/AIDS	15,000
Bos Place 10050 Buffalo Speedway Houston, Texas 77054	Health	None	509(a)(1)	(Operating) Toward grief support programs focused on helping bereaved children and their families heal from the loss of a loved one	15,000
Caring For Children Foundation Of Texas Inc 1001 E Lookout Dr Tower B - 03 215C Richardson, TX 75082	Health	None	509(a)(1)	(Program) Toward "Care Van Program"-- mobile clinic offering free immunizations to children in the Houston area at community partner sites	20,000
Childrens Defense Fund 5410 Bellaire, Suite 203 Bellaire, Texas 77401	Health	None	509(a)(1)	(Operating) Toward helping to ensure every child a healthy start, a fair start and safe start so they can be successful in school and in life	20,000
Christus Foundation For Healthcare P O Box 1919 Houston, TX 77251-1919	Health	None	509(a)(1)	(Program) Toward a school based clinic in Yellowstone Academy bringing healthcare to children in medically under-served areas	15,000
Depression And Bipolar Support Alliance 3800 Buffalo Speedway #350 Houston, Texas 77098	Health	None	509a(1)	(Operating) Toward free support groups that assist and enhance the recovery of individuals with depression and bipolar disorder	15,000
Eye Care For Kids Foundation 9660 Hillcroft #325 Houston, Texas 77096	Health	None	509(a)(1)	(Operating) Provides free eye examinations and glasses, when appropriate, to indigent and low-income students in the greater Houston area	25,000

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Family Service Center At Houston And Harris County 2700 Southwest Freeway, Suite 209 Houston, Texas 77098	Health	None	509(a)(1)	(Program) Toward mental health services for low-income individuals	15,000
Grief Resource Center 25774 Oak Ridge Dr , Suite 150 The Woodlands, Texas 77380	Health	None	509(a)(1)	(Operating) Toward grief counseling for adults and children	10,000
Houston Department Of Health And Human Services Foundation Inc 8000 N Stadium Drive, 8th Floor Houston, Texas 77054	Health	None	509(a)(1)	(Program) Toward Kids Vision for Life/See to Succeed -- a vision screening program to provide eyeglasses to children from disadvantaged families	20,000
Houston Galveston Institute Inc 3316 Mount Vernon Houston, Texas 77006	Health	None	509(a)(1)	(Operating) Toward providing innovative and collaborative mental health therapy, training and research	15,000
Houston Hospice 1905 Holcombe Blvd Houston, Texas 77030	Health	None	509(a)(1)	(Operating) Toward uncompromising, compassionate end-of-life care to patients and families	15,000
Houston-Harris County Immunization Registry Inc 3015 Richmond Avenue, Suite 270 Houston, Texas 77098	Health	None	509(a)(1)	(Operating) Toward helping to eradicate vaccine-preventable diseases through public-private partnerships, parent education and advocacy	20,000
Ibn Sina Foundation Inc 11226 South Wilcrest Drive Houston, TX 77099	Health	None	509(a)(1)	(Operating) Toward the provision of integrated preventive, primary and specialty care, along with health education, to underserved populations	37,500
Krist Samaritan Center For Counseling And Education 17555 El Camino Real Houston, Texas 77058	Health	None	509a(2)	(Operating) Toward providing counseling services to the community at reduced or no cost	20,000
Lone Star Family Health Center 704 FM 2854 Conroe, TX 77301	Health	None	509a(1)	(Capital) Toward a capital campaign to build a clinic that will meet current and future community needs including increased access to care for residents in Montgomery County and the surrounding area	25,000
Marathon Kids Inc PO Box 41317 Austin, Texas 78704	Health	None	509(a)(1)	(Program) Toward a fitness and nutrition program for K-5th graders in public, private and home schools	20,000
Memorial Hermann Foundation 929 Gessner Suite 2650 Houston, Texas 77024	Health	None	509(a)(3) under 170(b)(1)(A)(viii)	(Program) Toward providing on-site, school-based primary care, mental health services and dental care to medically underserved children in at-risk neighborhoods	20,000
Nami Gulf Coast PO Box 4096 Alvin, Texas 77512	Health	None	509(a)(1)	(Operating) Toward support, education and referral programs for families and individuals affected by mental illness	15,000
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, Texas 77023	Health	None	509a(2)	(Operating) Toward helping individuals manage their sexual and reproductive health by providing healthcare, reproductive education and services and advocacy	30,000
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, Texas 77023	Health	None	509a(2)	(Operating) Toward helping individuals manage their sexual and reproductive health by providing healthcare, reproductive education and services and advocacy	5,000

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Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, Texas 77023	Health	None	509a(2)	(Operating) Toward helping individuals manage their sexual and reproductive health by providing healthcare, reproductive education and services and advocacy	2,000
Recipe For Success Foundation P O Box 56405 Houston, Texas 77256	Health	None	509(a)(1)	(Operating) Toward "Seed-to-Plate Nutrition Education" - an effort to reduce childhood obesity and improve food choices and healthy eating for at-risk youth	15,000
Ronald McDonald House Of Houston Inc 1907 Holcombe Blvd Houston, TX 77030	Health	None	509(a)(1)	(Operating) Toward providing a "home away from home" to the families of children undergoing treatment for cancer and other serious illness at hospitals within the Texas Medical Center	10,000
Santa Maria Hostel Inc 2605 Parker Rd Houston, Texas 77093	Health	None	509(a)(1)	(Operating) Toward providing substance abuse treatment, transitional housing and supportive services for women and children	20,000
Shalom Mobile Health Ministry 8121 Broadway, Ste 103 Houston, Texas 77061	Health	None	509(a)(1)	(Operating) Toward affordable, preventative and primary healthcare services for uninsured/underinsured residents of Houston's East End and surrounding areas	20,000
Tejano Center For Community Concerns Inc 2950 Broadway Houston, Texas 77017	Health	None	509(a)(1)	(Program) Toward a health clinic to serve the needs of teens and young adults	20,000
Texas Health Institute 8501 North MoPac Expressway Suite 300 Austin, TX 78759	Health	None	509a(1)	(Program) Toward a Benefit Bank that enables low- and moderate-income families to access federal benefit programs to which they may be entitled	10,000
Texas One Voice 5120 Woodway Drive, Suite 6000 Houston, Texas 77056	Health	None	509(a)(1)	(Program) Toward "Women's Health Initiative"-- funding programs for women's health	2,500
Texas One Voice 5120 Woodway Drive, Suite 6000 Houston, Texas 77056	Health	None	509(a)(1)	(Program) Toward "Women's Health Initiative"-- funding programs for women's health	5,000
The Rose 12700 North Featherwood Drive Suite 260 Houston, Texas 77034	Health	None	509a(2)	(Capacity Building) Toward upgrading the organization's website for enhanced communication with the community	10,000
The Womens Fund For Health Education And Research 5353 West Alabama Suite 615 Houston, Texas 77056	Health	None	509(a)(1)	(Operating) Toward educating women and girls so that they can take control of their health through community and in-school education programs	10,000
United States Conference Of Catholic Bishops 2615 Fannin St Houston, Texas 77002	Health	None	509(a)(1)	(Operating) Toward providing medical and dental services to the low-income and uninsured of Harris and surrounding counties	25,000
Arte Publico Press University of Houston 4902 Gulf Fwy , Building 19, Room 100 Houston, Texas 77204-2004	Health	None	170(b)(1)(A)(ii)/170(b)(1)(A)(v)	(Program) Toward "Latino Children's Wellness Program" - promoting healthy lifestyle choices through grass roots efforts in partnership with health clinics and community health workers	15,000
Amigos De Las Americas 5618 Star Lane Houston, Texas 77057	Human Services	None	509(a)(1)	(Operating) Toward building young leadership, advancing community development and strengthening multi-cultural understanding in the Americas	20,000

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Arc Of Katy P O Box 6133 Katy, Texas 77491	Human Services	None	509(a)(1)	(Operating) Toward serving intellectually and developmentally disabled individuals in the Katy area	10,000
Arrow Child And Family Ministries P O Box 6748 Kingwood, TX 77328	Human Services	None	509(a)(1)	(Operating) Toward "Freedom Place," offering shelter and rehabilitative services for girls who have been trafficked so they can lead stable, independent lives	20,000
Bay Area Rehabilitation Center 5313 Decker Drive Baytown, Texas 77520	Human Services	None	509a(2)	(Capital) Toward the "Creating Possibilities Campaign," to renovate an existing building and construct a new facility in order to consolidate services on one campus	25,000
Boat People S O S Inc 11360 Bellaire Blvd, Suite 910 Houston, TX 77072	Human Services	None	509(a)(1)	(Operating) Toward providing a variety of culturally and linguistically competent services and programs for the Vietnamese community	15,000
Boat People S O S Inc 11360 Bellaire Blvd, Suite 910 Houston, TX 77072	Human Services	None	509(a)(1)	(Capacity Building) Toward technology upgrades and board/staff development	10,000
Boys And Girls Clubs Of Greater Houston Inc 1520-A Airline Drive Houston, Texas 77009	Human Services	None	509(a)(1)	(Operating) Toward after-school activities for disadvantaged youth, ages 7-17, so they can realize their full potential to become productive, responsible and caring citizens	15,000
Boys And Girls Harbor Inc P O Box 848 Houston, TX 77001	Human Services	None	509(a)(1)	(Operating) Toward long-term residential care for children 5-18 who are victims of abuse, neglect, abandonment or family hardship	25,000
Bridge Over Troubled Waters, Inc P O Box 3488 Pasadena, TX 77501-3488	Human Services	None	509a(1)	(Capital & Operating) Toward facility improvements to enhance delivery of comprehensive crisis services, education and prevention to survivors of domestic violence, sexual assault and homelessness	25,000
Buckner Children And Family Services Inc 11111 Katy Freeway Suite 620 Houston, TX 77079	Human Services	None	509(a)(1)	(Operating) Toward transitional housing and support services for single parents in Conroe	15,000
Career and Recovery Resources, Inc 2302 Fannin, Suite 110 Houston, TX 77002	Human Services	None	509a(1)	(Capital) Toward property purchase and renovation projects to meet programmatic and facility needs	37,500
Casa De Esperanza De Los Ninos Incorporated P O Box 66581 Houston, TX 77266-6581	Human Services	None	509(a)(1)	(Program) Toward support for stable, residential care for children, birth to six, at risk of abuse or neglect and children affected by HIV/AIDS	25,000
Cathedral Health Ministries 1117 Texas Avenue Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward basic needs, healthcare, housing and legal services for the homeless, the poor and the underserved	20,000
Catholic Charities Of The Archdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	Human Services	None	509(a)(1)	(Program) Toward "Refugee Youth After-School Program"-- providing after-school and summer care for refugee children at Sneed and Collins Elementary Schools	20,000

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Child Advocates Incorporated 2401 Portsmouth, Suite 210 Houston, TX 77098	Human Services	None	509(a)(1)	(Program) Toward "Court Services" -- teaming professional staff with trained volunteers to help guide children in protective custody through the court system and government agencies into safe environments	15,000
Child Advocates Of Montgomery County Inc 412 West Phillips, Suite 107 Conroe, Texas 77301	Human Services	None	509(a)(1)	(Operating) Toward providing trained volunteers to help guide children in protective custody through the court system	10,000
Child Builders 2425 Fountain View, Suite 210 Houston, TX 77057	Human Services	None	509(a)(1)	(Operating) Toward providing positive social and emotional development in all children and families	20,000
Children's Assessment Center 2500 Bolsover Houston, TX 77005	Human Services	None	509a(3) Type III Functionally Integrated	(Capital) Toward capital campaign to increase size of facility to better accommodate clients, families and partnering agencies	25,000
Childrens Prison Arts Project PO Box 130584 Houston, Texas 77219-0584	Human Services	None	509(a)(1)	(Program) Toward "Art Inside" and "Wondrous World" -- year-round visual and theatre arts programs for male and female incarcerated youth	8,500
Coalition For The Homeless Of Houston/Harris County 600 Jefferson Street, Suite 2050 Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward an effort to act as a catalyst to lead, develop and implement community strategies to prevent and end homelessness	20,000
Coalition For The Homeless Of Houston/Harris County 600 Jefferson Street, Suite 2050 Houston, TX 77002	Human Services	None	509(a)(1)	(Capacity Building) Toward the development and implementation of a donor tracking/fundraising database	10,000
Communities In Schools Bay Area Inc P O Box 580096 Houston, TX 77258	Human Services	None	509(a)(1)	(Operating) Toward providing community resources that help young people stay in school, successfully learn and prepare for life	15,000
Communities In Schools Of Houston Inc 1235 North Loop West, Suite 300 Houston, Texas 77008	Human Services	None	509(a)(1)	(Operating) Toward campus-based, dropout-prevention programs and social services for at-risk students, pre-K through high school	30,000
Covenant House Texas 1111 Lovett Blvd Houston, Texas 77006	Human Services	None	509(a)(1)	(Program) Toward "Street Outreach"-- to persuade homeless and runaway youth to enter the Crisis Shelter, receive appropriate services and encourage them to choose positive alternatives to street life	25,000
Daya, Inc P O Box 571774 Houston, TX 77257	Human Services	None	509a(1)	(Program) Toward raising awareness about family abuse and sexual assault within the South Asian community	25,000
Dress for Success Houston 3310 Eastside Street Houston, TX 77098	Human Services	None	509a(1)	(Capital) Toward a facility that provides the necessary space for retail, storage, classrooms for professional development, childcare and parking	25,000
Emergency Aid Coalition 5401 Fannin Houston, TX 77004	Human Services	None	509a(1)	(Capacity Building) Toward implementation of computer hardware and software to support their work with the Houston Food Bank	7,863
Escape Family Resource Center Of The Exchange Clubs Of Houston 1721 Pech Road Houston, TX 77055	Human Services	None	509(a)(1)	(Operating) Toward preventing child abuse and neglect by providing intervention, education and support services for families in crisis	20,000

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Fifth Ward Enrichment Program 4014 Market Street, Suite W145 Houston, Texas 77020	Human Services	None	509(a)(1)	(Operating) Toward an intervention and prevention program to empower primarily African American and Hispanic males, 12-19, to become productive and responsible members of their families and the community	17,000
Foundation For School For Young Children At Univ Of Saint Thomas 3808 Garrott St Houston, Texas 77006	Human Services	None	509(a)(1)	(Program) Toward training for faculty and diagnosticians to develop new skills, purchase necessary instruments and provide support workshops for parents	5,400
Friends Of Mhmra Of Harris County 7011 Southwest Freeway Houston, Texas 77074	Human Services	None	509(a)(1)	(Program) Toward the "Chronic Consumer Stabilization Initiative"-- collaborative between HPD, MHMRA and other service providers offering intense case management for chronically mentally ill adults	25,000
Funders Together To End Homelessness Inc 240 Newbury Street 2nd Floor Boston, Massachusetts 02116	Human Services	None	509(a)(1)	(Operating) Toward expanding local philanthropic efforts to prevent and end homelessness	15,000
Furniture Bank 2100 Hussion Houston, TX 77003	Human Services	None	509(a)(1)	(Operating) Toward providing furniture at no cost to families and individuals referred by social service agencies, thereby giving people the basics to live independently	20,000
Genesys Works 601 Jefferson, Suite 3760 Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward training and mentoring disadvantaged high school students with work and personal skills that enable them to succeed in a corporate/business environment	20,000
Girl Scouts Of San Jacinto Council 3110 Southwest Freeway Houston, Texas 77098	Human Services	None	509(a)(1)	(Program) Toward providing leadership and skills that enable girls to achieve success in school, work and life	15,000
Girls Incorporated Of Greater Houston 1235 North Loop West Suite 118 Houston, Texas 77008	Human Services	None	509(a)(1)	(Operating) Toward empowering girls to develop confidence, personal fulfillment and economic independence, while growing toward responsible adulthood	15,000
Gleanings From The Harvest For Galveston 624 4th Avenue N Texas City, Texas 77590	Human Services	None	509(a)(1)	(Operating) Toward providing food and personal hygiene items to those in need, including children, the working poor, the elderly, people with disabilities and shut-ins in Galveston County	20,000
Harris County Domestic Violence Coordinating Council 3015 Richmond Ave Suite 120-I Houston, Texas 77098	Human Services	None	509(a)(1)	(Operating) Toward coordinating domestic violence services among law enforcement and service providers so they operate more collaboratively, efficiently and effectively	15,000
Houston Achievement Place 245 West 17th Street Houston, Texas 77008	Human Services	None	509(a)(1)	(Program) Toward "Project CLASS"-- an interactive method of teaching children appropriate social skills so that classroom behavior improves and students are ready to learn	25,000
Houston Area Women's Center 1010 Waugh Drive Houston, TX 77019	Human Services	None	509(a)(1)	(Operating) Toward helping individuals affected by sexual violence become independent and self-sufficient by providing shelter, counseling and advocacy	25,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Houston Compass Inc 1117 Texas Avenue Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward assisting disadvantaged and unemployed people gain control over their lives by helping them obtain appropriate documentation, jobs and transportation	20,000
Houston Police Foundation 1200 Travis, 16th Floor Houston, Texas 77002	Human Services	None	509a(1)	(Capacity Building) Toward purchase of new van with wheelchair ramp for the HPD's Homeless Outreach Team	10,000
Houston Police Foundation 1200 Travis, 16th Floor Houston, Texas 77002	Human Services	None	509a(1)	(Program) Toward purchase of new van with wheelchair ramp for the HPD's Homeless Outreach Team	15,770
Houston's Amazing Place Inc 3735 Drexel Houston, Texas 77027	Human Services	None	509(a)(1)	(Operating) Toward providing fellowship and wellness for adults with mild to moderate memory loss, family support and respite for caregivers	20,000
Interfaith Carepartners Inc 701 N Post Oak Road, Suite 701 Houston, TX 77024	Human Services	None	509(a)(1)	(Operating) Toward providing volunteer caregiving for frail older adults, adults with dementia and respite for parents of ill children	25,000
Interfaith Caring Ministries Inc 151 Park Avenue League City, TX 77573	Human Services	None	509(a)(1)	(Operating) Toward services that assist clients with basic living needs and help them achieve self-sufficiency	20,000
Interfaith Ministries For Greater Houston 3217 Montrose Boulevard Houston, TX 77006	Human Services	None	509(a)(2) under 170(b)(1)(A)(vii)	(Operating) Toward support for ongoing programs that bring people of diverse faith traditions together for dialogue, collaboration and service	25,000
Interfaith Ministries For Greater Houston 3217 Montrose Boulevard Houston, TX 77006	Human Services	None	509(a)(2) under 170(b)(1)(A)(vii)	(Program) Toward "antiMeals"-- provides pet food to the pet companions of homebound seniors receiving Meals on Wheels	5,000
Kids Hope Usa Inc 1800 West Freeway Ft Worth, Texas 76102	Human Services	None	509(a)(1)	(Program) Toward "Houston-2012"-- three year effort to increase the number of elementary children served through school-based mentoring	20,000
Living Forward Alliance Inc 3300 Chimney Rock, #205 Houston, Texas 77008	Human Services	None	509(a)(1)	(Operating) Toward preparing and empowering women with criminal justice histories to successfully re-enter into society through transformational programs, mentoring and job creation	10,000
Local Infant Formula For Emergencies Inc 2002 South Wayside Drive Suite 113 Houston, TX 77023	Human Services	None	509(a)(1)	(Operating) Toward providing emergency formula and food to hungry babies and information about nutrition and community resources	10,000
Lone Star Veterans Association 448 W 19th St #445 Houston, Texas 77008	Human Services	None	509(a)(1)	(Program) Toward employment programs targeted at Post 9/11 veterans	10,000
Memorial Assistance Ministries Inc 1625 Blalock Houston, TX 77080	Human Services	None	509a(2)	(Operating) Toward helping to provide basic needs and supportive services to individuals and families in near northwest Houston	25,000
Missions Of Yahweh Inc 10247 Algiers Road Houston, TX 77041	Human Services	None	509(a)(1)	(Operating) Toward providing emergency and transitional housing, shelter and mental health counseling for homeless women and children	15,000

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Montrose Counseling Center Inc 401 Branard Street, 2nd Floor Houston, Texas 77006	Human Services	None	509a(2)	(Program) Toward "HATCH"-- spring break programming and the annual GSA youth conference for gay, lesbian, bi-sexual, transgender and questioning young adults	7,300
My Brothers Keeper Outreach Center P O Box 722385 Houston, TX 77272-2385	Human Services	None	509(a)(1)	(Operating) Toward helping to provide basic needs assistance for low-income residents in Alief and Southwest Houston	20,000
New Hope Housing Inc 1117 Texas Avenue Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward developing and operating affordable, single-room occupancy housing with access to social services	25,000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090-3651	Human Services	None	509(a)(1)	(Operating) Toward providing basic needs and social services to families in crisis in the northwest area of greater Houston	25,000
Northwest Rocky Mountain CASA P O Box 776292 Steamboat Springs, Colorado 80477	Human Services	None	509(a)(1)	(Operating) Toward providing trained volunteers to help guide children in protective custody through the court system	1,000
Open Door Mission Foundation 5803 Harrisburg Houston, TX 77011-4323	Human Services	None	509(a)(1)	(Capital) Toward replacement beds for the Convalaescnt Care Center	10,000
Parents Alliance Inc P O Box 941117 Houston, TX 77094	Human Services	None	509(a)(1)	(Operating) Toward on-line distance learning for Hispanic parents so they can be active participants in the life, support and education of their children	20,000
Parish Childrens School 11001 Hammerly Blvd Houston, TX 77043	Human Services	None	509(a)(1)	(Program) Toward providing specialized, research-based teacher training for children with language and learning differences	15,000
Prison Entrepreneurship Program P O Box 926274 Houston, TX 77292	Human Services	None	509(a)(1)	(Operating) Toward connecting incarcerated men with executives, MBA students and interested community people through education, mentoring and other services to help them make a successful transition into the free world	25,000
Rebuilding Together Houston 104 N Greenwood, Suite 100 Houston, TX 77015	Human Services	None	509(a)(1)	(Operating) Toward free home repair and modifications for low-income elderly, disabled and veteran homeowners in Harris County	15,000
River Performing And Visual Arts 1475 West Gray Houston, TX 77019	Human Services	None	509(a)(1)	(Operating) Toward an accessible, affordable fine arts education for special needs children, 2-19, with disabilities, chronic illnesses or who are economically disadvantaged	10,000
Search Homeless Services 2505 Fannin Houston, Texas 77002	Human Services	None	509(a)(1)	(Operating) Toward assisting homeless people and providing opportunities and resources to permit those who choose to change their lives to become productive citizens	25,000
Sheltering Arms 3838 Aberdeen Way Houston, TX 77025	Human Services	None	509(a)(1)	(Operating) Toward providing services for the elderly so they can live with dignity and independence	10,000
Southeast Area Ministries P O Box 267 South Houston, TX 77587-0267	Human Services	None	509(a)(1)	(Operating) Toward providing emergency and temporary services to families in crisis	17,000

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Tahirih Justice Center 1717 St James Place Suite 320 Houston, TX 77056	Human Services	None	509(a)(1)	(Operating) Toward protecting immigrant women and girls from gender-based violence, advocating for their legal rights and empowering them to achieve equality	25,000
Target Hunger 2814 Quitman Houston, TX 77026	Human Services	None	509(a)(1)	(Program) Toward helping thousands of food insecure people living at or below the poverty level with nutritious food	20,000
Texas Campaign To Prevent Teen And Unplanned Pregnancies 1706 Interval Drive Austin, TX 78746	Human Services	None	509(a)(1)	(Operating) Toward the prevention of teen and unplanned pregnancies through education, technical assistance, advocacy and research	25,000
Texas Council on Family Violence, Inc P O Box 161810 Austin, TX 78716	Human Services	None	509a(3) Type I	(Operating) Toward ending domestic violence through education, prevention, partnerships, advocacy and direct services including operation of the National Domestic Violence Hotline	10,000
The Arc Of Greater Houston P O Box 924168 Houston, TX 77292-4168	Human Services	None	509(a)(1)	(Operating) Toward advocates for better access to education, employment, housing and recreation for children and adults with cognitive, intellectual and developmental disabilities	20,000
The Westview School Inc 1900 Kersten Drive Houston, Texas 77043	Human Services	None	509(a)(1)	(Operating) Toward maintaining affordable education services for children with Autism Spectrum Disorders	10,000
The Womens Home 607 Westheimer Houston, TX 77006-3915	Human Services	None	509a(2)	(Operating) Toward helping women in crisis regain their self-esteem and dignity, and empowering them to become productive and self-sufficient	25,000
Turning Point Center 1701 Jacquelyn Dr Houston, TX 77055	Human Services	None	509(a)(1)	(Capital) Toward repairs to residential shelter that houses homeless men and women age 50+	22,486
United Way King County 720 2nd Ave Seattle, WA 98104	Human Services	None	509a(1)	(Program) Toward "National Youth Count! Evaluation Initiative"-- funding a national, cross-site evaluation for the nine cities participating in the Youth Count! pilot	3,000
University of Houston System 2700 Bay Area Blvd Mail Code 318 Houston, TX 77058-1098	Human Services	None	170(b)(1)(A)(ii)/170(b)(1)(A)(v)	(Program) Toward training parents and professionals to provide intervention services to children with autism and their families	17,043
VN Teamwork 11210 Bellaire Blvd , Suite 118 Houston, TX 77072	Human Services	None	509a(2)	(Operating) Toward the health, education and social well-being of low-income and underserved populations from various backgrounds, particularly Asian and Hispanic/Latino	15,000
Volunteer Interfaith Caregivers Southwest 5001 Bellaire Blvd Bellaire, Texas 77401	Human Services	None	509(a)(1)	(Operating) Toward improving the health and quality of life for the frail and elderly in SW Houston and Ft Bend County	10,000
Waymaker Life Strategies Incorporated P O Box 14971 Houston, Texas 77221	Human Services	None	509(a)(1)	(Program) Toward the Children's Defense Fund Freedom School's summer literacy and enrichment program for at-risk youth and families	25,000
Wellsprings Village Inc P O Box 311017 Houston, TX 77231	Human Services	None	509(a)(1)	(Operating) Toward housing and supportive services for women who are homeless and/or survivors of domestic violence	20,000

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Wesley Community Center Inc 1300 South 10th Street Phoenix, AZ 85034	Human Services	None	509(a)(1)	(Program) Toward supporting a Federally Qualified Health Center that provides primary care in an underserved urban community for uninsured and underinsured patients	25,000
Westside Homeless Partnership 9610 Long Point Road, Ste 110 Houston, TX 77055	Human Services	None	509(a)(1)	(Operating) Toward sustainable housing and case management for homeless families over a two year period in Spring Branch	20,000
Women Opting For More Affordable Housing Now Inc P O Box 571898 Houston, TX 77257-1898	Human Services	None	509(a)(1)	(Operating) Toward creating affordable, livable transitional housing along with providing financial and emotional support to women leaving abusive relationships	25,000
Women Opting For More Affordable Housing Now Inc P O Box 571898 Houston, TX 77257-1898	Human Services	None	509(a)(1)	(Capacity Building) Toward purchase of new hardware and software	5,397
Woodlands Religious Community, Inc 4242 Interfaith Way The Woodlands, TX 77381	Human Services	None	509a(1)	(Operating) Toward providing basic needs, emergency financial assistance, workforce centers, charity clinic and other services to residents of South Montgomery County	10,000
Woods Project Inc 6 Sleepy Oaks Houston, TX 77024	Human Services	None	509(a)(1)	(Operating) Toward outdoor experiences and leadership development for economically-challenged, at-risk teens	20,000
Workshop Houston P O Box 88365 Houston, TX 77288	Human Services	None	509(a)(1)	(Operating) Toward youth programs that provide healthy and constructive activities after school and on weekends	25,000
Workshop Houston P O Box 88365 Houston, TX 77288	Human Services	None	509(a)(1)	(Operating) Toward youth programs that provide healthy and constructive activities after school and on weekends	5,000
					<u>\$ 3,433,465</u>

INFORMATION STATEMENT PURSUANT TO TREASURY REGULATIONS SECTION
1.355-5(b) BY A SIGNIFICANT DISTRIBUTEE

On January 1, 2013, Abbott Laboratories, an Illinois corporation ("Abbott"), distributed (the "Distribution") the outstanding shares of common stock of AbbVie Inc., a Delaware corporation ("AbbVie"), to the holders of record of Abbott common shares as of 5:00 p.m. Eastern Time on December 12, 2012 (the "Record Date"). As a result of the Distribution, each holder of record of Abbott common shares as of the Record Date was entitled to receive one share of AbbVie common stock for each outstanding Abbott common share held by such shareholder as of the Record Date.

1. Name, address and employer identification number of the distributing corporation:

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064
EIN: 36-0698440

2. Name, address and employer identification number of the controlled corporation:

AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064
EIN: 32-0375147

3. The undersigned was a shareholder owning Abbott common shares as of the Record Date and received shares of AbbVie common stock, par value \$0.01 per share, in the Distribution. [The undersigned also received cash in lieu of a fractional share of AbbVie common stock, which fractional shares were aggregated and sold by the distribution agent.]¹ The aggregate fair market value of the AbbVie common stock [and cash in lieu of a fractional share]² received by the shareholder was \$13,633.14.

4. The undersigned did not surrender any stock or securities in Abbott in connection with the Distribution.

5. The Distribution is a transaction that is described under Section 355 of the Internal Revenue Code of 1986, as amended.

Linda K. May
Shareholder's Name (please print)

Linda K. May
Shareholder's Signature

*Chair, The Simans Foundation
Board of Directors*

¹ If applicable.

² If applicable.

76-0398915

Taxpayer Identification Number
or Social Security Number

THIS STATEMENT SHOULD BE ATTACHED TO YOUR 2012 U.S. FEDERAL
INCOME TAX RETURN.