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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation OTTER ISLAND FOUNDATION		A Employer identification number 76-0421104
Number and street (or P O box number if mail is not delivered to street address) 1405 NORTH BOULEVARD		B Telephone number (see instructions) (713) 220-4482
Room/suite		
City or town, state, and ZIP code HOUSTON, TX 77006		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,324,601.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	51.	51.		ATCH 1
4	Dividends and interest from securities	31,745.	31,745.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	560,636.			
b	Gross sales price for all assets on line 6a	1,111,983.			
7	Capital gain net income (from Part IV, line 2)		560,636.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	592,432.	592,432.	0	
13	Compensation of officers, directors, trustees, etc.	32,500.	32,500.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	6,906.	6,906.		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	8,478.	352.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	3,852.	3,852.		
24	Total operating and administrative expenses. Add lines 13 through 23	51,736.	43,610.		
25	Contributions, gifts, grants paid	134,252.			134,252.
26	Total expenses and disbursements. Add lines 24 and 25	185,988.	43,610.	0	134,252.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	406,444.			
b	Net investment income (if negative, enter -0-)		548,822.		
c	Adjusted net income (if negative, enter -0-)			0	

24NE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	639,425.	98,832.	98,832.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *	1,673,480.	* 1,673,480.	ATCH 6 1,673,480.	
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 7		2,172.	2,172.	
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 8	436,047.	1,399,489.	1,550,050.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ ATCH 9)		67.	67.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,748,952.	3,174,040.	3,324,601.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
and complete lines 24 through 26 and lines 30 and 31.						
24	Unrestricted					
25	Temporarily restricted					
26	Permanently restricted					
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	2,748,952.	3,174,040.			
30	Total net assets or fund balances (see instructions)	2,748,952.	3,174,040.			
31	Total liabilities and net assets/fund balances (see instructions)	2,748,952.	3,174,040.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,748,952.
2	Enter amount from Part I, line 27a	2	406,444.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	19,040.
4	Add lines 1, 2, and 3	4	3,174,436.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	396.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,174,040.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	560,636.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	125,050.	3,786,817.	0.033022
2010	343,705.	2,075,596.	0.165593
2009	57,955.	2,081,821.	0.027839
2008	645,093.	4,024,678.	0.160284
2007	796,796.	5,038,553.	0.158140

2 Total of line 1, column (d)	2	0.544878
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	0.108976
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,380,448.
5 Multiply line 4 by line 3	5	368,388.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,488.
7 Add lines 5 and 6	7	373,876.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	134,252.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	10,976.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	10,976.
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	10,976.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,172.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d	2.	
7 Total credits and payments. Add lines 6a through 6d	7	2,174.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	117.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,919.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ TERRI LACY Telephone no ▶ 713-220-4482			
Located at ▶ 600 TRAVIS, SUITE 4200 HOUSTON, TX ZIP+4 ▶ 77002				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ N/A	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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

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

N/A

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

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

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

X

If "Yes" to 6b, file Form 8870

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

X

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
ATCH 12		32,500.	0	0

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

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

Total number of other employees paid over \$50,000 ☐ 0

Form 990-PF (2012)

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,630,150.
b	Average of monthly cash balances	1b	126,920.
c	Fair market value of all other assets (see instructions)	1c	1,674,857.
d	Total (add lines 1a, b, and c)	1d	3,431,927.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,431,927.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	51,479.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,380,448.
6	Minimum investment return. Enter 5% of line 5	6	169,022.

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	169,022.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,976.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,976.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	158,046.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	158,046.
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	158,046.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	134,252.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	134,252.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	134,252.

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				158,046.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007	564,648.			
b From 2008	446,443.			
c From 2009				
d From 2010	241,697.			
e From 2011				
f Total of lines 3a through e	1,252,788.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 134,252.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				134,252.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	23,794.			23,794.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,228,994.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	540,854.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	688,140.			
10 Analysis of line 9				
a Excess from 2008	446,443.			
b Excess from 2009				
c Excess from 2010	241,697.			
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

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

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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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))

NONE

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED LIST				134,252.
Total			▶ 3a	134,252.
b <i>Approved for future payment</i>				
Total			▶ 3b	NONE

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	51.	
4 Dividends and interest from securities				14	31,745.	
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	560,636.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					592,432.	
13 Total. Add line 12, columns (b), (d), and (e)						592,432.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

ATTACHMENT 1PENALTY COMPUTATION DETAIL - FORM 2220

DATE PD	UNDERPAYMENT	BEG. DATE	END DATE	DAYS	%	PENALTY
<u>QUARTER 2, RATE PERIOD 1 (06/15/2012 - 12/31/2012)</u>						
	1,890.	06/15/2012	12/31/2012	199	3	<u>31.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN B						<u>31.</u>
<u>QUARTER 2, RATE PERIOD 2 (12/31/2012 - 05/15/2013)</u>						
	1,890.	12/31/2012	05/15/2013	135	3	<u>21.</u>
TOTAL TO FORM 2220, LINE 24, COLUMN B						<u>21.</u>
<u>QUARTER 3, RATE PERIOD 1 (09/17/2012 - 12/31/2012)</u>						
	2,031.	09/17/2012	12/31/2012	105	3	<u>17.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN C						<u>17.</u>
<u>QUARTER 3, RATE PERIOD 2 (12/31/2012 - 05/15/2013)</u>						
	2,031.	12/31/2012	05/15/2013	135	3	<u>23.</u>
TOTAL TO FORM 2220, LINE 24, COLUMN C						<u>23.</u>
<u>QUARTER 4, RATE PERIOD 1 (12/17/2012 - 12/31/2012)</u>						
	2,031.	12/17/2012	12/31/2012	14	3	<u>2.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN D						<u>2.</u>
<u>QUARTER 4, RATE PERIOD 2 (12/31/2012 - 05/15/2013)</u>						
	2,031.	12/31/2012	05/15/2013	135	3	<u>23.</u>
TOTAL TO FORM 2220, LINE 24, COLUMN D						<u>23.</u>
TOTAL UNDERPAYMENT PENALTY						<u>117.</u>

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
BESSEMER TRUST	44.	44.	
WELLS FARGO BANK	7.	7.	
TOTAL	<u>51.</u>	<u>51.</u>	

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
BESSEMER TRUST	20,341.	20,341.	
ZIONS BANCORPORATION	67.	67.	
BESSEMER TRUST	11,337.	11,337.	
TOTAL	<u>31,745.</u>	<u>31,745.</u>	

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	6,906.	6,906.		
TOTALS	<u>6,906.</u>	<u>6,906.</u>		

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAX WITHHELD	2.			
FOREIGN TAX PAID	352.	352.		
EXCISE TAX	8,124.			
TOTALS	<u>8,478.</u>	<u>352.</u>		

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	3,608.	3,608.		
POSTAGE EXPENSES	23.	23.		
BANK FEES	105.	105.		
MISCELLANEOUS FEES	116.	116.		
TOTALS	<u>3,852.</u>	<u>3,852.</u>		

ATTACHMENT 6

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

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

BEGINNING BALANCE DUE 1,673,480.

ENDING BALANCE DUE 1,673,480.

ENDING FAIR MARKET VALUE 1,673,480.

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

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 1,673,480.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 1,673,480.

THE ESTATE OF ELIZABETH E. SIMMONS DISTRIBUTED TO THE OTTER ISLAND FOUNDATION
 A PROMISSORY NOTE IN THE AMOUNT OF \$1,673,480. THE PROMISSORY NOTE WAS
 RECEIVED AS A CHARITABLE BEQUEST FROM THE ESTATE. THE PROMISSORY NOTE
 AROSE FROM THE SALE OF RES PROPERTIES, LPA FROM THE ESTATE TO THE MATTHEW
 R. SIMMONS 301 TRUST ON DECEMBER 21, 2009. THE PROMISSORY NOTE DID NOT ARISE
 FROM A LOAN MADE BY THE FOUNDATION TO THE TRUST.

ATTACHMENT 7

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXCISE TAX	2,172.	2,172.
TOTALS	<u>2,172.</u>	<u>2,172.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WEATHERFORD	NONE	NONE
SCHLUMBERGER	NONE	NONE
TRANSOCEAN	NONE	NONE
ZIONS BANCORP	2,650.	107,000.
NATIONAL OILWELL VARCO	NONE	NONE
ZIONS BANCORP	15,901.	35,446.
QEP RES INC	NONE	NONE
QUESTAR	NONE	NONE
WESTAMERICA BANCORPORATION	20,761.	21,893.
FIXED INCOME FUND	335,000.	331,461.
LARGE CAP FUND	205,000.	212,857.
LARGE CAP FUND	203,200.	213,444.
GLOBAL SMALL FUND	212,500.	217,669.
GLOBAL OPP FUND	320,378.	328,488.
REAL RETURN FUND	84,099.	81,792.
TOTALS	<u>1,399,489.</u>	<u>1,550,050.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM ZIONS BANCCORP	67.	67.
TOTALS	<u>67.</u>	<u>67.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					12,402.	
122,564.		9,860.312 PV OW MUNICIPAL BOND FUND PROPERTY TYPE: SECURITIES 120,000.				P	01/04/2012	11/21/2012
							2,564.	
8,200.		873.269 SHRS OW REAL RETURN PROPERTY TYPE: SECURITIES 8,401.				P	01/04/2012	08/15/2012
							-201.	
75,654.		1,061 SHRS NATIONAL OILWELL VARCO PROPERTY TYPE: SECURITIES 15,359.				P		11/26/2012
							60,295.	
87,829.		3,100 SHRS QEP RES INC PROPERTY TYPE: SECURITIES 57,319.				D		11/26/2012
							30,510.	
60,418.		3,100 SHRS QUESTAR CORP PROPERTY TYPE: SECURITIES 29,419.				D		11/26/2012
							30,999.	
248,226.		3,600 SHRS SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 59,138.				D		VARIOUS
							189,088.	
58,051.		2,956 SHRS ZIONS BANCCORP PROPERTY TYPE: SECURITIES 1,566.				D		VARIOUS
							56,485.	
102,013.		10,400 SHRS WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES 40,178.				P		11/26/2012
							61,835.	
310,035.		6,892 SHRS TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 193,755.				P		VARIOUS
							116,280.	
26,591.		FOREIGN CURRENCY PROPERTY TYPE: SECURITIES 26,212.				P		
							379.	
TOTAL GAIN (LOSS)					<u>560,636.</u>	

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXEMPT INTEREST DIVIDENDS	1,370.
BOOK TO TAX DIFFERENCE	17,670.
TOTAL	<u>19,040.</u>

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR YEAR FIT DIFFERENCE	296.
N/D EXPENSE	100.
TOTAL	<u>396.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELLEN C.L. SIMMONS 1405 NORTH BOULEVARD HOUSTON, TX 77006	PRESIDENT, VP, TREASURER 0.00	0	0	0
WHEELER E.S. GRIFFITH 1405 NORTH BOULEVARD HOUSTON, TX 77006	EXECUTIVE DIRECTOR 0.00	32,500.	0	0
ABBY S. WALKER 1405 NORTH BOULEVARD HOUSTON, TX 77006	DIRECTOR 0.00	0	0	0
EMMA A. SIMMONS 1405 NORTH BOULEVARD HOUSTON, TX 77006	DIRECTOR 0.00	0	0	0
WINNIE B. SIMMONS 1405 NORTH BOULEVARD HOUSTON, TX 77006	DIRECTOR 0.00	0	0	0
LYDIA F. SIMMONS 1405 NORTH BOULEVARD HOUSTON, TX 77006	DIRECTOR 0.00	0	0	0
GRAND TOTALS		32,500.	0	0

OTTER ISLAND FOUNDATION
76-0421104
2012 990PF

PART XV. GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	STATUS	PURPOSE	AMOUNT
10TH MOUNTAIN DIVISION HUT ASSOCIATION 1280 UTE AVENUE, SUITE 21 ASPEN, CO 81611	PUBLIC	ANNUAL FUND	100
ALFORD LAKE CAMP 5 SALT MARSH WAY CAPE ELIZABETH, ME 04107	PUBLIC	IN HONOR OF ABBY, EMMA, WINIFRED SIMMONS	200
ALLEY THEATRE 615 TEXAS AVE HOUSTON, TX 77002	PUBLIC	ANNUAL FUND	1,000
AMERICAN FRIENDS OF MASTERWORKS, INC 650 SIXTH AVENUE #5E NEW YORK, NY 10011	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	250
ANNUNCIATION ORTHODOX SCHOOL 3600 YOAKUM BOULEVARD HOUSTON, TX 77006	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	1,000
ANTI-DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158	PUBLIC	IN HONOR OF GEORGE AND LOIS STARK	100
ATLANTIC CHALLENGE FOUNDATION, INC 643 MAIN ST ROCKLAND, ME 04841	PUBLIC	ANNUAL FUND	500
BAY CHAMBER CONCERTS P O BOX 599 ROCKPORT, ME 04856	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	500
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET, SUITE 200 HOUSTON, TX 77002	PUBLIC	ANNUAL FUND	100
CALVARY PRESBYTERIAN CHURCH 123 E DIAMOND ST BUTLER, PA 16001	PUBLIC	IN HONOR OF BAPTISM OF HARRIS MATTHEW GRIFFITH	250
CAMDEN CONFERENCE P O BOX 882 CAMDEN, ME 04843	PUBLIC	MATTHEW R SIMMONS SCHOLARSHIP	500
CAMDEN PUBLIC LIBRARY 55 MAIN STREET CAMDEN, ME 04843	PUBLIC	MILLAY SOCIETY IN MEMORY OF MATTHEW E SIMMONS	1,000
CAMP FOR ALL 10500 NW FREEWAY, STE 220 HOUSTON, TX 11092	PUBLIC	IN HONOR OF LYDIA F SIMMONS	100
CANTERBURY SHAKER VILLAGE 288 SHAKER ROAD CANTERBURY, NH 03224	PUBLIC	ANNUAL FUND	100
CENTER FOR FURNITURE CRAFTSMANSHIP 25 MILL ST ROCKPORT, ME 04856	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	250
CENTER FOR INTERFAITH RELATIONS, INC 415 W M ALI BLVD LOUISVILLE, KY 40202	PUBLIC	FESTIVAL OF FAITHS	452
CENTER FOR MAINE CONTEMPORARY ART PO BOX 147 ROCKPORT, ME 04856	PUBLIC	ANNUAL FUND	1,000

COASTAL MOUNTAINS LAND TRUST 101 MT BATTIE STREET CAMDEN, ME 04843	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	500
COLORADO COLLEGE 14 EAST CACHE LA POUDE ST COLORADO SPRINGS, CO 80903	PUBLIC	ANNUAL FUND IN HONOR OF EMMA SIMMONS	1,000
CONCORD COMMUNITY MUSIC SCHOOL 23 WALL ST CONCORD, NH 03301	PUBLIC	HONORING BECKY M LOUGEE CAP CAMPAIGN	500
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	PUBLIC	CAP CAMPAIGN ELLEN SIMMONS LOUGEE '69 P'04	25,000
CORPORATION OF THE FINE ARTS MUSEUM 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	PUBLIC	GRIFFITH ANNUAL FUND	5,000
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET, SUITE 200 WELLESLEY HILLS, MA 02481	PUBLIC	ANNUAL FUND	1,000
CURRY SCHOOL OF EDUCATION FOUNDATION P O BOX 400276 CHARLOTTESVILLE, VA 22904	PUBLIC	IN HONOR OF ABBY J SIMMONS	250
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DR HOUSTON, TX 77007	PUBLIC	ANNUAL FUND	2,000
DUKE UNIVERSITY DURHAM, NC 27708	PUBLIC	IN HONOR OF LYDIA SIMMONS	1,000
EPIC CHANGE INC 315 JACKSON AVE SATELLITE BEACH, FL 32937	PUBLIC	IN HONOR OF EMMA SIMMONS	600
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401	PUBLIC	ANNUAL FUND IN HONOR OF WINIFRED SIMMONS	1,000
FIRST CONGREGATIONAL CHURCH OF WINCHESTER 21 CHURCH STREET WINCHESTER, MA 01890	PUBLIC	AJSW & TJW & REV ROBERT TUCKER	10,000
FRIENDS OF COLONIAL PEMAQUID BOX 304 NEW HARBOR, ME 04554	PUBLIC	ANNUAL FUND	50
FRIENDS OF FLEMING PARK 1809 DUNSTAN ROAD HOUSTON, TX 77005	PUBLIC	WE LOVE FLEMING PARK	100
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DRIVE, SUITE 6000 HOUSTON, TX 77056	PUBLIC	JAMES A BAKER STATUE FUND	5,000
GROTON SCHOOL P O BOX 991 GROTON, MA 01450	PUBLIC	IN HONOR OF ABIGAIL AND LYDIA SIMMONS	1,000
HERRING GUT LEARNING CENTER P O BOX 286 PORT CLYDE, ME 04855	PUBLIC	IN HONOR OF PHYLLIS WYETH	500
HISTORIC NEW ENGLAND OTIS HOUSE 141 CAMBRIDGE STREET BOSTON, MA 02114	PUBLIC	ANNUAL FUND - HONORING JOHN LOUGEE FAMILY	100
HURRICANE ISLAND FOUNDATION PO BOX 1280 ROCKLAND, ME 04841	PUBLIC	ANNUAL FUND	250
ISLAND INSTITUTE P O BOX 648 ROCKLAND, ME 04841	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS ISLAND SCHOLARS	1,000 10,000

KUHF P O BOX 4878 HOUSTON, TX 77210	PUBLIC	ANNUAL FUND	500
KUPONA FOUNDATION 37 WEST 72ND STREET #3D NEW YORK, NY 10023	PUBLIC	IN HONOR OF EMMA SIMMONS	200
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086	PUBLIC	ALDEMERE FARM IN MEMORY OF MATTHEW R SIMMONS	500
MAINE MEDIA WORKSHOPS AND COLLEGE P O BOX 200 ROCKPORT, ME 04856	PUBLIC	SPRING APPEAL EAS IN MEMORY OF MATTHEW R SIMMONS	50
MENIL COLLECTION 1533 SUL ROSS	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	1,000
MONTPELIER GENERAL HENRY KNOX MUSEUM PO BOX 326 THOMASTON, ME 04861	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	500
MUSEUM OF FINE ARTS, HOUSTON PO BOX 6826 HOUSTON, TX 77265	PUBLIC	IN MEMORY OF CINDI BLAKELY	250
NATL WWII MUSEUM 945 MAGAZINE STREET NEW ORLEANS, LA 70130	PUBLIC	IN MEMORY OF LAWRENCE W LOUGEE	100
NETWORK FOR GOOD 1140 CONNECTICUT AVENUE NW, STE 700 WASHINGTON, DC 20036	PUBLIC	ANNUAL FUND	1,000
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY 101 NEWBURY ST BOSTON, MA 02116	PUBLIC	ANNUAL FUND	5,000
NORTH HAVEN ARTS AND ENRICHMENT 12 MAIN STREET NORTH HAVEN, ME 04853	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	100
NORTH HAVEN CONSERVATION PARTNERS P O BOX 336 NORTH HAVEN, ME 04853	PUBLIC	MEMORY OF MATTHEW R SIMMONS & CAROLINE MACOMBER	100
NORTH HAVEN HISTORICAL SOCIETY P O BOX 322 NORTH HAVEN, ME 04853	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	100
NORTHFIELD MT HERMON SCHOOL ONE LAMPLIGHTER WAY MOUNT HERMON, MA 01354	PUBLIC	ANNUAL FUND/ 130TH ANNIVERSARY	18,250
OWLS HEAD TRANSPORTATION MUSEUM P O BOX 277 OWLS HEAD, ME 04854	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
PAJAMA PROGRAM, INC 34 E 39TH STREET, SUITE B NEW YORK, NY 10016	PUBLIC	IN HONOR OF EMMA SIMMONS	100
PENOBSCOT BAY YMCA P O BOX 840 ROCKPORT, ME 04856	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
PENOBSCOT MARINE MUSEUM P.O BOX 498 SEARSPORT, ME 04974	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	500
POMFRET SCHOOL 398 POMFRET STREET POMFRET, CT 06258	PUBLIC	IN HONOR OF WHEELER S GRIFFITH '97	500
RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 77251	PUBLIC	BRATKA SCHOLARSHIP FUND	2,250

RIENZI GARDEN ENDOWMENT FUND P O BOX 6826 HOUSTON, TX 77265	PUBLIC	IN HONOR OF GWEN GOFFE	1,000
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD STRATFORD, VA 22558	PUBLIC	INTERNSHIP PROGRAM IN MEMORY OF MATTHEW R SIMMONS, BRIDGE, AND PLAQUE	10,000
ROCKPORT PUBLIC LIBRARY 17 SCHOOL STREET ROCKPORT, MA 01966	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	500
SMITH COLLEGE SCHOOL FOR SOCIAL WORK LILLY HALL NORTHAMPTON, MA 01063	PUBLIC	IN HONOR OF WINIFRED B SIMMONS 2011	500
ST GEORGE'S SCHOOL P O BOX 1910 NEWPORT, RI 02840	PUBLIC	ANNUAL FUND IN HONOR OF EMMA SIMMONS SCOTT SCHOLORSHIPS	1,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	PUBLIC	ANNUAL FUND/POETRY FUND	750
STAR OF HOPE MISSION 6897 ARDMORE ST HOUSTON, TX 77054	PUBLIC	ANNUAL FUND	250
TEACH FOR AMERICA 315 WEST 36TH STREET NEW YORK, NY 10018	PUBLIC PUBLIC	UNRESTRICTED	500
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN STREET HOUSTON, TX 77030	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	1,000
TEXAS CHRISTIAN UNIVERSITY 2800 S UNIVERSITY DRIVE FORT WORTH, TX 76129	PUBLIC	ANNUAL FUND IN HONOR OF WINIFRED SIMMONS '07	1,000
THE CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 77004	PUBLIC	ANNUAL FUND	500
THE COUNCIL ON ALCOHOL AND DRUGS HOUSTON P O BOX 2768 HOUSTON, TX 77252	PUBLIC	IN HONOR OF JON AVERY & JOHN GUILL	500
THE DARTMOUTH COLLEGE FUND HANOVER, NH 03755	PUBLIC	IN MEMORY OF HAROLD COPELAND RIPLEY	500
THE GIRLS FOUNDATION OF TANZANIA P O BOX 11224 PORTLAND, ME 04104	PUBLIC	IN HONOR OF EMMA SIMMONS & NANO CHATFIELD	150
THE MAX WARBURG COURAGE CURRICULUM 263 HUNTINGTON AVENUE #366 BOSTON, MA 02115	PUBLIC	UNRESTRICTED	250
THE NORTH HAVEN FOUNDATION P O BOX 664 ROCKLAND, ME 04841	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS ANNUAL APPEAL	500
TREES FOR HOUSTON/B O C A P O BOX 270477 HOUSTON, TX 77277	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
UNITED CHRISTIAN CHURCH 1886 COLLEGE AVE LIVERMORE, CA 94550	PUBLIC	UNRESTRICTED	100
UNITED MID-COAST CHARITIES P O BOX 205 CAMDEN, ME 04843	PUBLIC	ANNUAL FUND & HONOR OF POLLY CHATFIELD	500
UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON, AZ 85721	PUBLIC	SARAH DOUGLAS DOYLE MEMORIAL STUDY ABROAD SCHOLARSHIP	500

VANDERBILT UNIVERSITY 211 KIRKLAND HALL NASHVILLE, TN 37240	PUBLIC	IN HONOR OF WHEELER SIMMONS GRIFFITH '01	1,000
VESTERHEIM NORWEGIAN-AMERICAN MUSEUM P O BOX 379 DECORAH, IA 52101	PUBLIC	IN HONOR OF MARY LOUGEE RIPLEY & MATTHEW R SIMMONS	100
VINALHAVEN LAND TRUST P O BOX 268 VINALHAVEN, ME 04863	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
YELLOWSTONE ACADEMY 3000 TRULLEY STREET HOUSTON, TX 77004	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	2,400
YOUNG AUDIENCES OF HOUSTON 4550 POST OAK PLACE, STE 230 HOUSTON, TX 77027	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	5,000
YOUTHLINKS 420 BROADWAY ROCKLAND, ME 04841	PUBLIC	IN HONOR OF POLLY CHATFIELD	250
			<u>134,252</u>