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

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

For calendar year 2013, or tax year beginning

, 2013, 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.)

► \$ 5,898,423.

<b>Part II Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc, received (att sch)	38,985.			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	837.	837.	N/A	
	4 Dividends and interest from securities	202,563.	202,563.		
	5a Gross rents.				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,173,007.			
	b Gross sales price for all assets on line 6a	4,191,726.			
	7 Capital gain net income (from Part IV, line 2)		1,173,007.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	8,176.	8,176.		
	12 Total. Add lines 1 through 11	1,423,568.	1,384,583.		
	13 Compensation of officers, directors, trustees, etc	233,805.			233,805.
	14 Other employee salaries and wages	128,800.			128,800.
	15 Pension plans, employee benefits	48,826.			48,826.
	16a Legal fees (attach schedule) See St 2	2,945.			2,945.
	b Accounting fees (attach sch) See St 3	2,600.	1,300.		1,300.
	c Other prof fees (attach sch) See St 4	59,060.	28,310.		30,750.
	17 Interest <b>RECEIVED</b>				
	18 Taxes (attach schedule) See Stm 5	11,597.	47.		
	19 Depreciation (attach sch) and depletion 2014				
	20 Occupancy				
	21 Travel, conferences, and meetings	19,332.			19,332.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 6	39,519.	2,406.		37,113.
	24 Total operating and administrative expenses. Add lines 13 through 23	546,484.	32,063.		502,871.
	25 Contributions, gifts, grants paid Part XV	3,319,010.			3,319,010.
	26 Total expenses and disbursements. Add lines 24 and 25	3,865,494.	32,063.		3,821,881.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,441,926.			
	b Net investment income (if negative, enter -0-)		1,352,520.		
	c Adjusted net income (if negative, enter -0-)				

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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.)

ASSETS

LIABILITIES

NET FUND

ASSETS

BALANCE

SOURCES

OF RE

RES

**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)
<b>1a Publicly - traded securities</b>			P	Various	Various
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b> 4,191,726.		3,018,719.	1,173,007.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
<b>(i) Fair Market Value as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of column (i) over column (j), if any</b>			
<b>a</b>			1,173,007.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss).</b>	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	1,173,007.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>	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))
2012	3,828,007.	10,544,387.	0.363037
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

- 2 Total of line 1, column (d) **2** 1.205249
- 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** 0.241050
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4** 7,392,923.
- 5 Multiply line 4 by line 3 **5** 1,782,064.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 13,525.
- 7 Add lines 5 and 6 **7** 1,795,589.
- 8 Enter qualifying distributions from Part XII, line 4 **8** 3,821,881.

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 V: 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)	
1 b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 13,525.
1 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 13,525.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) .....	4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	5 13,525.
6 Credits/Payments:	
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 .....	6a 12,036.
b Exempt foreign organizations – tax withheld at source .....	6b
c Tax paid with application for extension of time to file (Form 8868) .....	6c
d Backup withholding erroneously withheld .....	6d
7 Total credits and payments. Add lines 6a through 6d .....	7 12,036.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached .....	8 35.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .....	9 1,524.
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 2014 estimated tax .....	11 Refunded

**Part VI: 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)? .....

	Yes	No
1 b	X	

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

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

	Yes	No
1 c	X	

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

	Yes	No
1 d		0.

(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? .....

	Yes	No
2	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 .....

	Yes	No
3	X	

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

	Yes	No
4 a	X	

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

	Yes	No
4 b	N/A	

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

See Statement 10

	Yes	No
5	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:

	Yes	No
6	X	

• By language in the governing instrument, or

	Yes	No
7	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? .....

	Yes	No
8 b	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

	Yes	No
9	X	

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

	Yes	No
10	X	

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 .....

	Yes	No
8 b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

	Yes	No
9	X	

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

	Yes	No
10	X	

**Part VII-A: Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) . . . . .	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) . . . . .	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address . . . . . ► <a href="http://www.thesimmonsfoundation.org">www.thesimmonsfoundation.org</a>	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 . . . . . N/A ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► 15 N/A		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

**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.

1 a	During the year did the foundation (either directly or indirectly):	Yes	No
(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			
1 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"/>			
1 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 2013? . . . . .		
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)): . . . . .		
2 a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __			
2 b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.) . . . . .		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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			
3 b	If 'Yes,' did it have excess business holdings in 2013 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 2013) . . . . .		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4 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 2013? . . . . .		
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**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  No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A  Yes  NoIf '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?

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

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  No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		233,805.	13,675.	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
Kay Davis 109 N. Post Oak Lane #220 Houston, TX 77024	Grants Coordi 40	53,625.	4,478.	0.
Kelli King-Jackson 109 N. Post Oak Lane #220 Houston, TX 77024	Program Offic 40	75,175.	5,049.	0.
-----				
-----				
-----				
-----				
-----				

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

0

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

## Expenses

1	<u>N/A</u>
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	<u>N/A</u>
2	

All other program-related investments. See instructions.

**3** \_\_\_\_\_  
\_\_\_\_\_

**BAA**

**Form 990-PF (2013)**

**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	6,282,629.	
b Average of monthly cash balances	1b	1,222,877.	
c Fair market value of all other assets (see instructions)	1c		
d Total (add lines 1a, b, and c)	1d	7,505,506.	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets	2	0.	
3 Subtract line 2 from line 1d	3	7,505,506.	
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	112,583.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,392,923.	
6 Minimum investment return. Enter 5% of line 5	6	369,646.	

**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	369,646.
2a Tax on investment income for 2013 from Part VI, line 5	2a	13,525.
b Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	13,525.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	356,121.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	356,121.
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	356,121.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:			
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	3,821,881.	
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	3,821,881.	
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	13,525.	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,808,356.	

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				356,121.
2 Undistributed income, if any, as of the end of 2013:			0.	
a Enter amount for 2012 only		0.		
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 1,882,552.				
b From 2009 2,420,083.				
c From 2010 2,889,327.				
d From 2011 3,327,319.				
e From 2012 3,326,588.				
f Total of lines 3a through e 13,845,869.				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 3,821,881.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				356,121.
e Remaining amount distributed out of corpus	3,465,760.			
5 Excess distributions carryover applied to 2013 (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 17,311,629.				
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 2012. Subtract line 4a from line 2a. Taxable amount – see instructions 0.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 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 2008 not applied on line 5 or line 7 (see instructions) 1,882,552.				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 15,429,077.				
10 Analysis of line 9:				
a Excess from 2009 2,420,083.				
b Excess from 2010 2,889,327.				
c Excess from 2011 3,327,319.				
d Excess from 2012 3,326,588.				
e Excess from 2013 3,465,760.				

**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 2013, 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		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 12

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 XVI 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	3,319,010.
<b>Total</b>			► 3a	3,319,010.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	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	837.	
4 Dividends and interest from securities			14	202,563.	
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	1,173,007.	
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	8,176.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,384,583.	
13 Total. Add line 12, columns (b), (d), and (e)					13 1,384,583.

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

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

**Part XVIII 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. . . . .

### **b 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 .. . . . .
- 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

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

~~Signature of officer or trustee~~

Date \_\_\_\_\_

title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Jody Blazek	<i>Jody Blazek CPA</i>	11-12-14		P00072674
	Firm's name ► <u>Blazek &amp; Vetterling</u>	Firm's EIN ► 76-0269860			
Firm's address ► <u>2900 Weslayan, Suite 200</u>				Phone no (713) 439-5739	
	Houston, TX 77027-5132				

BAA

**2013**

## Schedule of Contributors

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

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

**The Simmons Foundation**

Employer identification number

76-0398915

Organization type (check one)

Filers of:

Form 990 or 990-EZ

**Section:**

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

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ► \$

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization

The Simmons Foundation

Employer identification number

76-0398915

**Part II** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Gay A. Roane 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	\$ 38,985	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

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**Name of organization**

The Simmons Foundation

**Employer identification number**

76-0398915

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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**Name of organization**

The Simmons Foundation

**Employer identification number**

76-0398915

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entries.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions ) ► \$ \_\_\_\_\_ N/A  
Use duplicate copies of Part III if additional space is needed.

**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 . . . . .	\$ 8,176.	\$ 8,176.	
Total	<u>\$ 8,176.</u>	<u>\$ 8,176.</u>	<u>0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees - Scholarship Plan Review	\$ 2,945.			\$ 2,945.
Total	<u>\$ 2,945.</u>	<u>\$ 0.</u>	<u>      </u>	<u>\$ 2,945.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	\$ 2,600.	\$ 1,300.		\$ 1,300.
Total	<u>\$ 2,600.</u>	<u>\$ 1,300.</u>	<u>      </u>	<u>\$ 1,300.</u>

**Statement 4**  
**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	\$ 28,310.	\$ 28,310.		
Project Administration	14,750.			\$ 14,750.
Scholarship administration	16,000.			16,000.
Total	<u>\$ 59,060.</u>	<u>\$ 28,310.</u>	<u>      </u>	<u>\$ 30,750.</u>

The Simmons Foundation

76-0398915

**Statement 5**  
**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	\$ 11,550.			
Foreign tax . . . . .	47.	\$ 47.		
Total	<u>\$ 11,597.</u>	<u>\$ 47.</u>		<u>\$ 0.</u>

**Statement 6**  
**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 . . . . .	\$ 670.			\$ 670.
Insurance . . . . .	4,811.	\$ 2,406.		2,405.
Membership fees . . . . .	2,880.			2,880.
Office supplies & expense . . . . .	1,881.			1,881.
Other expenses . . . . .	91.			91.
Scholarship program . . . . .	1,436.			1,436.
Software Maintenance . . . . .	18,613.			18,613.
Telephone expense . . . . .	4,174.			4,174.
Website . . . . .	4,963.			4,963.
Total	<u>\$ 39,519.</u>	<u>\$ 2,406.</u>		<u>\$ 37,113.</u>

**Statement 7**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock - see attached	Cost	\$ 1,574,740.	\$ 2,687,158.
LKCM Fund	Cost	398,840.	529,556.
Ishares Trust MSCI	Cost	153,413.	168,601.
Harding Loevner Funds, Inc.	Cost	422,988.	527,665.
Total		<u>\$ 2,549,981.</u>	<u>\$ 3,912,980.</u>

**Statement 8**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Pimco Total Return Fund CL	Cost	\$ 658,033.	\$ 641,019.
Total		<u>\$ 658,033.</u>	<u>\$ 641,019.</u>

The Simmons Foundation

76-0398915

**Statement 9**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Overseas CAP Partners Inc.	Mkt Val	\$ 621,545.	\$ 621,545.
Condera Absolute Return Strategies	Mkt Val	7,273.	7,273.
	Total	<u>\$ 628,818.</u>	<u>\$ 628,818.</u>

**Statement 10**  
**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 \$8,681,270 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2013. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

**Statement 11**  
**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	Compen- sation	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	\$ 140,751.	\$ 8,243.	\$ 0.
Robert F. Henricksen 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	VP / Director 1.00		0.	0.
Amanda J. Cloud 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Secretary/Treas 40.00	93,054.	5,432.	0.

**Statement 11 (continued)****Form 990-PF, Part VIII, Line 1****List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri-bution to EBP &amp; DC</u>	<u>Expense Account/Other</u>
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 P. Durie 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 1.00	0.	0.	0.
<b>Total</b>		<b>\$ 233,805.</b>	<b>\$ 13,675.</b>	<b>\$ 0.</b>

**Statement 12****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](http://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

		<u>Book Value</u>	<u>FMV</u>
370	Abbott Laboratories	7,503	14,182
162	Alexion Pharmaceuticals	15,468	21,527
100	Amgen Inc.	11,328	11,408
500	Apache Corp	49,366	42,970
1,050	AT&T Inc.	30,631	36,918
68	Biogen Idec Inc	17,733	19,011
68	Blackrock Inc.	18,492	21,520
500	Celgene Corp	28,250	84,484
350	ChevronTexaco Corp	28,259	43,719
900	Coca Cola Co	29,178	37,179
185	Cognizant Technology Sol	15,585	18,681
500	Danaher Corp	16,672	38,600
730	Discovery Communications Inc.	54,381	66,007
360	Dollar General Corporation	14,505	21,715
650	Dominion Resources Inc. VA New	31,650	42,049
1,050	Dow Chemical Co	28,981	46,620
550	Eaton Corporation PLC	28,204	41,866
390	Ebay, Inc.	17,627	21,397
115	Ecolab Inc.	7,658	11,991
700	EI DuPont De Nemours & Co	37,619	45,479
1,210	European Aeronautic Defence and Space Co	18,570	23,840
9,423	Exxon Mobil Corp	321,230	953,608
250	Fedex Corp	19,151	35,943
1,550	General Electric Co	25,203	43,447
52	Google Inc.	36,941	58,277
200	International Bus Machines	16,050	37,514
39	Intuituve Surgical Inc. New	16,320	14,979
410	Invesco Ltd	14,230	14,924
250	Las Vegas Sands Corp	10,681	19,718
220	Estee Lauder Companies Inc.	13,575	16,570
23	Mastercard Inc.	14,999	19,216
800	Merck & Co Inc.	32,445	40,040
800	Microsoft Corp	20,070	29,928
220	Monsanto Co	17,749	25,641
225	Monster Beverage Corp	13,753	15,248
800	Oracle Corp	23,387	30,608
1,300	Pfizer Inc.	21,748	39,819
400	Phillip Morris International Inc.	35,746	34,852
1,300	PPL Corporation	37,494	39,117
73	Praxair Inc.	8,437	9,492
51	Precision Castparts Corp	10,378	13,734
19	Priceline.com Inc. New	20,196	22,086
450	Quallcom Inc.	22,591	33,413
37	Regeneron Pharmaceuticals Inc.	10,243	10,184
500	Schlumberger Ltd	37,093	45,055
850	Southern Co	27,097	34,944
500	Starbucks Corp	38,830	39,195

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

	<u>Book Value</u>	<u>FMV</u>
350 Swatch Group AG	11,510	11,600
470 Tencent Holdings Limited	12,707	29,981
300 Thermo Fisher Scientific Inc.	15,421	33,405
315 Time Warner Inc. New	18,145	21,962
185 TJX Companies Inc. New	7,906	11,790
400 United Technologies	27,872	45,520
296 Visa Inc.	42,363	65,913
500 Walt Disney Co	32,978	38,200
109 Wynn Resorts Ltd	15,616	21,169
250 Yum Brands Inc.	16,923	18,903
 Total Corporate Stock	 <u>1,574,740</u>	 <u>2,687,158</u>

**The Simmons Foundation  
2013 Form 990 - PF**

**76-0398915**

**Part XV, Line 3(a), Page 10, Form  
990PF**

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
<b><u>Capacity Building</u></b>					
Nami Gulf Coast PO Box 4096 Alvin, TX 77512	Capacity Building	None	PC	(Capacity Building) Toward increasing data, marketing and program assessment capabilities through technology	\$ 15,000
Partnership For The Advancement & Immersion Of Refugees 6440 Hillcroft, Suite 302 Houston, TX 77081	Capacity Building	None	PC	(Capacity Building) Toward monitoring and evaluation efforts encompassing program outcomes and program data management	15,000
St Johns School 2401 Claremont Lane Houston, TX 77019	Capacity Building	None	PC	(Capacity Building) Toward creating a strong Board, detailed marketing plans, developing a brand identity and more collaborative associations	15,000
Waymaker Life Strategies Incorporated P.O. Box 14971 Houston, TX 77221	Capacity Building	None	PC	(Capacity Building) Toward developing a strategic plan and creating a distinct brand to effectively sustain Waymaker Life Strategies, Inc.	15,000
<b><u>Subtotal - Capacity Building</u></b>					<b><u>60,000</u></b>
<b><u>Civic and Community</u></b>					
Albert Schweitzer Fellowship Inc 3701 Kirby Drive, Suite 600 Houston, TX 77098	Civic and Community	None	PC	(Operating) Toward students engaged in service to better the community's health outcomes	2,000
Albert Schweitzer Fellowship Inc 3701 Kirby Drive, Suite 600 Houston, TX 77098	Civic and Community	None	PC	(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
Alliance Of Community Assistance Ministries Inc. 770 South Post Oak Lane, Suite 525 Houston, TX 77056	Civic and Community	None	PC	(Operating) Toward helping to provide social purpose ministries with a professional forum to strengthen their capacity to fulfill their mission	25,000
American Leadership Forum 3101 Richmond Ave., Suite 140 Houston, TX 77098	Civic and Community	None	PC	(Operating) Toward joining and strengthening diverse leaders to better serve the public good	4,000

**The Simmons Foundation  
2013 Form 990 - PF**

**76-0398915**

**Part XV, Line 3(a), Page 10, Form  
990PF**

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Austin Community Foundation 4315 Guadalupe Street Suite 300 Austin, TX 78751	Civic and Community	None	PC	(Program) Toward the Texas Education Grantmakers Advocacy Consortium—diverse group of education funders joining together to promote, protect and improve public education	5,000
Children at Risk 2900 Westlayan, Suite 400 Houston, TX 77027	Civic and Community	None	PC	(Operating) Toward strengthening ongoing programs to improve the quality of life for children through community education, collaboration, research, public policy analysis, and advocacy	20,000
Chinese Community Center Inc 9800 Town Park Drive Houston, TX 77036	Civic and Community	None	PC	(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 - Intergrated Community PO Box 880587 Steamboat Springs, CO 80488	Civic and Community	None	PC	(Operating) Toward providing information, referrals and interpretation services for immigrants living in Colorado's Routt and Moffat counties	1,500
Cultural Data Project 400 Market Street, Suite 600 Philadelphia, PA 19106	Civic and Community	None	PC	(Program) Toward providing a powerful online management system to strengthen the Texas arts and cultural sector	18,000
Generation One P. O. Box 8280 Houston, TX 77288	Civic and Community	None	PC	(Operating) Toward programs that equip residents of Houston's Third Ward with tools to exit generational poverty	20,000
Greater Houston Community Foundation 770 S. Post Oak Lane, Suite525 Houston, TX 77056	Civic and Community	None	PC	(Program) Toward supporting the work of local immigration agencies through pooled funding for consultants, joint projects and learning opportunities	25,000
Holocaust Museum Houston 5401 Caroline Street Houston, TX 77004	Civic and Community	None	PC	(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 Interfaith Sponsoring Committee 4141 Southwest Freeway #650 Houston, TX 77027	Civic and Community	None	PC	(Operating) Toward Increasing Parental Engagement to Create Pathways to College and Safe Learning Environments for Children	15,000

**The Simmons Foundation  
2013 Form 990 - PF**

**76-0398915**

**Part XV, Line 3(a), Page 10, Form  
990PF**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Houston Rescue and Restore Coalition P. O. Box 541184 Houston, TX 77254-1184	Civic and Community	None	PC	(Operating) Toward the prevention and elimination of modern-day slavery through education, training and empowerment	25,000
Institute for Sustainable Peace, The 3303 Main Street Suite 330 Houston, TX 77002	Civic and Community	None	PC	(Operating) Toward increasing dialogue and respect across social divisions, so that people can strengthen the social fabric of their communities and collaborate to address critical needs	20,000
Local Initiatives Support Corporation 1111 North Loop West, Ste. 740 Houston, TX 77008	Civic and Community	None	PC	(Operating) Toward transforming distressed communities into healthy, sustainable places where people are proud to live, work and raise their families	15,000
Neighborhood Centers, Inc. P.O. Box 271389 Houston, TX 77277-1389	Civic and Community	None	PC	(Program) Toward immigration and citizenship programs, including Deferred Action for Childhood Arrivals, providing information, service connection, legal services and application support to immigrants	25,000
Onestar Foundation 9011 Mountain Ridge Dr Ste 100 Austin, TX 78759	Civic and Community	None	PC	(Program) Toward development and awareness of Texas Connector, an online, nonprofit mapping tool	20,000
Our Global Village P.O. Box 70443 Houston, TX 77270	Civic and Community	None	PC	(Operating) Toward empowering grassroots leaders including a micro-enterprise effort to empower refugee women artisans	2,500
Rice University - Center for Philanthropy and Nonprofit Leadership P. O. Box 1892 Houston, TX 77251	Civic and Community	None	PC	(Operating) Toward educating and preparing nonprofit professionals to serve as Executive Directors, and improving the capacity and strength of nonprofit organizations	15,000
Texans Together Education Fund 4509 Edgemont Drive Austin, TX 78731	Civic and Community	None	PC	(Program) Toward the Empower Houston Leaders program for grassroots women's leadership development and engagement in underrepresented minority communities in Houston	20,000

**Part XV, Line 3(a), Page 10, Form  
990PF**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Texas Freedom Network Education Fund P.O. Box 1624 Austin, TX 78767	Civic and Community	None	PC	(Operating) Toward establishing a leadership pipeline for young Texans, by expanding the student chapter model to engage young people in leadership development, and voter engagement	15,000
<b>Subtotal - Civic and Community</b>					<b>353,000</b>

**Education**

Amigos De Las Americas 5618 Star Lane Houston, TX 77057	Education	None	PC	(Operating) Toward building young leadership, advancing community development and strengthening multi-cultural understanding in the Americas	10,000
Anti-Defamation League, Southwest Region 4635 Southwest Freeway, Suite 400 Houston, TX 77027	Education	None	PC	(Program) Toward "The Miller Early Childhood Initiative"-- an anti-bias training program with a goal of reaching children ages 3-5 through workshops for their caregivers, educators and family members	20,000
Art League Houston 1953 Montrose Boulevard Houston, TX 77006	Education	None	PC	(Program) Toward "ArtBound!"-- providing 8 - 10 week artist residencies in five Title I Schools using visual arts to advance student understanding of the core curricula	7,500
ArtBridge 3311 Richmond Ave., Suite 212 Houston, TX 77098-3018	Education	None	PC	(Operating) Toward expressive arts programs that serve homeless children in partnership with other nonprofit organizations	10,000
ARTreach 4211 Stonecroft Circle Katy, TX 77450	Education	None	PC	(Program) Toward providing community-based studio arts programs and trainings in the Third and Fifth Wards	15,000
Aurora Picture Show 2442 Bartlett Street Houston, TX 77098	Education	None	PC	(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
Boys and Girls Clubs NW Colorado P. O. Box 776410 Steamboat Springs, CO 80477	Education	None	PC	(Operating) Toward healthy activities and educational support for youth	1,000

**The Simmons Foundation  
2013 Form 990 - PF**

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Breakthrough Houston 2401 Claremont Lane Houston, TX 77019	Education	None	PC	(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
Childrens Prison Arts Project PO Box 130584 Houston, TX 77219-0584	Education	None	PC	(Program) Toward "Art Inside" and "Wondrous World" -- year-round visual and theatre arts programs for male and female incarcerated youth	8,500
City ArtWorks, Inc. 1330-R Wirt Road Houston, TX 77055	Education	None	PC	(Program) Toward "Art After School" -- a curriculum-based art program conducted in 12 low-income apartment communities in partnership with Texas Inter-Faith	10,000
College Forward P. O. Box 142308 Austin, TX 78714	Education	None	PC	(Program) Toward a college access and college persistence program for economically disadvantaged students to facilitate their transition to college	10,000
Communities in Schools - Baytown 607 West Baker Road Baytown, TX 77521	Education	None	PC	(Program) Toward "Educational Enrichment"-- incentive programs and activities for secondary students at-risk of dropping out of school	12,000
Communities In Schools - Brazoria County Inc. 201 East Myrtle, Suite 260 Angleton, TX 77515	Education	None	PC	(Program) Toward providing quality out-of-school services that help young people stay in school, successfully learn and prepare for life	10,000
Communities In Schools Of Houston Inc 1235 North Loop West, Suite 300 Houston, TX 77008	Education	None	PC	(Operating) Toward campus-based, dropout-prevention programs and social services for at-risk students, pre-K through high school	30,000
Community Family Centers 7524 Avenue E Houston, TX 77012	Education	None	PC	(Program) Toward Early Childhood Program providing Montessori education to children ages 3-6 years old	10,000
Discoveru P.O. Box 4059 Houston, TX 77210	Education	None	PC	(Program) Toward exposing at-risk high school students to "Fantastic Learning Opportunities" that expand their horizons and foster an interest in pursuing their education	20,000

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FamilyPoint Resources 14027 Memorial Drive #183 Houston, TX 77079	Education	None	PC	(Operating) Toward enrichment and extracurricular activities in the Nottingham Park Area of West Houston	10,000
Fort Bend Partnership for Youth, Inc. 122 Golfview Drive Richmond, TX 77469	Education	None	PC	(Operating) Toward reducing juvenile offenses by providing community education and mentoring programs for youth	2,500
FotoFest, Inc. 1113 Vine Street Suite 101 Houston, TX 77002	Education	None	PC	(Operating) Toward "Literacy Through Photography"-- school-based program using photography to encourage student writing, critical thinking, strengthen communication skills and develop visual literacy	10,000
FuelEd Schools P. O. Box 542177 Houston, TX 77254-2177	Education	None	PC	(Operating) Toward strengthening teacher preparation, quality, and retention by equipping teachers with essential social and emotional competencies	10,000
FuelEd Schools P. O. Box 542177 Houston, TX 77254-2177	Education	None	PC	(Operating) Toward strengthening teacher preparation, quality, and retention by equipping teachers with essential social and emotional competencies	15,000
Galveston Independent School District Educational Foundation PO Box 660 Galveston, TX 77553	Education	None	PC	(Operating) Toward funding educational projects that address classroom needs not within the GISD district budget	20,000
Greater Houston Community Foundation 770 S. Post Oak Lane, Suite 525 Houston, TX 77056	Education	None	PC	Scholarship Program	267,510
Great Expectations Foundation 717 North Grand Tahlequah, OK 77464	Education	None	PC	(Program) Toward a teaching reform movement that motivates, inspires and challenges individuals to achieve excellence in learning and living	25,000
Houston A+ Challenge 2700 Southwest Freeway, Suite B Houston, TX 77098	Education	None	PC	(Operating) Toward professional development for teachers to improve student outcomes in at-risk communities	20,000

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Houston Achievement Place 245 West 17th Street Houston, TX 77008	Education	None	PC	(Program) Toward "Project CLASS"-- an interactive method of teaching children appropriate social skills so that classroom behavior improves and students are ready to learn	20,000
Houston Center For Photography 1441 West Alabama Houston, TX 77006	Education	None	PC	(Program) Toward "Collaborations" and "PictureThis!" contemporary arts programs for children	12,500
Kick Drugs Out Of America Foundation 3800 North Shepherd, Suite 3800B Houston, TX 77018	Education	None	PC	(Operating) Toward martial arts-based program to strengthen students' self-image, utilizing character building and life skills curriculum	10,000
Kids Hope USA 100 South Pine Street, Suite 280 Zeeland, MI 49464	Education	None	PC	(Program) Toward "Houston-2012"-- three year effort to increase the number of elementary children served through school-based mentoring	20,000
Main Street Theater At Autry House 2540 Times Blvd. Houston, TX 77005	Education	None	PC	(Capital) Toward capital campaign to upgrade and update the main stage	2,000
Main Street Theater At Autry House 2540 Times Blvd. Houston, TX 77005	Education	None	PC	(Operating) Toward "Education & Outreach" -- providing literacy, theater education and arts integration for area schools and other organizations	20,000
Making it Better 3300 South Gessner Suite 251 Houston, TX 77063	Education	None	PC	(Operating) Toward after-school academic enrichment and leadership building programs for at-risk children in 1st - 7th grades in HISD	20,000
Mercury 2311 Canal Street, Suite 202 Houston, TX 77003	Education	None	PC	(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
Musiqa 1119 Waugh, #1 Houston, TX 77019	Education	None	PC	(Program) Toward "Around the World with Musiqa" and "Musiqa Remix"-- introducing elementary and middle school students to live, contemporary classical music	15,000

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Nameless Sound 1458 Lawson Houston, TX 77023	Education	None	PC	(Program) Toward "Creative Music Education Program" -- provides musical improvisation training to homeless, special needs and refugee children	10,000
Nehemiah Center Inc 5015 Fannin Street Houston, TX 77004	Education	None	PC	(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, TX 77056	Education	None	PC	(Program) Toward "Visual Arts Program"-- providing after-school arts curriculum and studio space for Spring Branch students	15,000
Perry-Mansfield Performing Arts School & Camp 40755 Cty Rd 36 Steamboat Springs, CO 80487	Education	None	PC	(Operating) Toward scholarships and programs for youth interested in the performing and creative arts	5,000
Project Grad Houston 3000 Richmond Avenue Suite 400 Houston, TX 77098	Education	None	PC	(Operating) Toward ensuring quality public education in economically disadvantaged communities so high school and college graduation rates increase	20,000
Project Row Houses P.O. Box 1011 Houston, TX 77251	Education	None	PC	(Program) Toward summer and after-school arts and enrichment activities, conducted by professional artists, for at-risk children and families in 3rd Ward	20,000
Pro-Vision, Inc. 4590 Wilmington Street Houston, TX 77051	Education	None	PC	(Operating) Toward support for a Texas charter school that targets high-risk students in SE Houston; originally geared to boys and admitting girls in the 2013-14 academic year	20,000
Reasoning Mind Inc. 2000 Bering Drive Suite 300 Houston, TX 77057	Education	None	PC	(Program) Toward blended learning and online math curriculum for 2nd - 4th graders teaching the basics of algebra	10,000
Recipe For Success Foundation P.O. Box 56405 Houston, TX 77256	Education	None	PC	(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

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Rice University Center for Education School Literacy & Culture Program, MS 147 P. O. Box 1892 Houston, TX 77251-1892	Education	None	PC	(Program) Toward professional development for teachers of young, English language-learners to increase students' ability to express themselves	10,000
Sam Houston State University PO Box 2539 Huntsville, TX 77341	Education	None	PC	Scholarship Program	2,500
Sam Houston State University PO Box 2539 Huntsville, TX 77341	Education	None	PC	Scholarship Program	2,500
San Jacinto Community College Foundation 4624 Fairmont Parkway, Suite 212 Pasadena TX 77504	Education	None	PC	(Program) Toward "Promise for Their Future" scholarship for high school seniors	20,000
Small Steps Nurturing Center 2902 Jensen Drive Houston, TX 77026	Education	None	PC	(Operating) Toward early childhood education programs for economically at-risk children and their families	20,000
Texas A&M University P. O. Box 30015 College Station, TX 77842	Education	None	PC	Scholarship Program	2,500
Texas Women's University P. O. Box 425439 Denton, TX 76204-5439	Education	None	PC	Scholarship Program	2,500
Theatre Under the Stars 800 Bagby, Suite 200 Houston, TX 77002	Education	None	PC	(Program) Toward helping children gain self-esteem and social skills through the arts	10,000
University of Houston - Center for Mexican American Studies 323 Agnes Arnold Hall Houston, TX 77204	Education	None	PC	(Program) Toward a high school recruitment and retention effort that encourages at-risk Hispanic students to graduate and continue their education into college	20,000
University of Houston-Downtown One Main Street Houston, TX 77002	Education	None	PC	Scholarship Program	2,500

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University of Houston - Graduate School of Social Work 237 Social Work Building Houston, TX 77204-4013	Education	None	PC	(Program) Toward scholarships for Spanish speaking students seeking a degree from the College of Social Work	2,250
University of Houston - Graduate School of Social Work 237 Social Work Building Houston, TX 77204-4013	Education	None	PC	(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 Houston - Main Campus 31 East Cullen Building Houston, TX 77204	Education	None	PC	Scholarship Program	2,500
University of Texas at Austin P. O. Box 7758, UT Station Austin, TX 78731-7758	Education	None	PC	Scholarship Program	2,500
University of Texas at Dallas 800 West Campbell Road Richardson, TX 75080	Education	None	PC	Scholarship Program	2,500
University of Texas at San Antonio University Heights, Suite 500 One UTSA Circle San Antonio, TX 78249	Education	None	PC	Scholarship Program	2,500
University of Texas at San Antonio University Heights, Suite 500 One UTSA Circle San Antonio, TX 78249	Education	None	PC	Scholarship Program	2,500
Waymaker Life Strategies Incorporated P.O. Box 14971 Houston, Texas 77221	Education	None	PC	(Program) Toward the Children's Defense Fund Freedom School's summer literacy and enrichment program for at-risk youth and families	20,000
Waymaker Life Strategies Incorporated P.O. Box 14971 Houston, TX 77221	Education	None	PC	(Program) Toward the Children's Defense Fund Freedom School's summer literacy and enrichment program for at-risk youth and families	2,500

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Woods Project Inc 6 Sleepy Oaks Houston, TX 77024	Education	None	PC	(Operating) Toward outdoor experiences and leadership development for economically-challenged, at-risk teens	20,000
Workshop Houston P.O. Box 88365 Houston, TX 77288	Education	None	PC	(Operating) Toward youth programs that provide healthy and constructive activities after school and on weekends	2,500
Writers in the Schools 1523 West Main Street Houston, TX 77006	Education	None	PC	(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	PC	(Operating) Toward environmental literacy programs for children and youth	1,000
Yellowstone Academy 3000 Trulley Street Houston, TX 77004	Education	None	PC	(Operating) Toward a high-quality educational experience targeting the unique needs and challenges of children living in poverty	20,000
YES College Preparatory Schools 6201 Bonhomme Road, Suite 168-N Houston, TX 77036	Education	None	PC	(Operating) Toward providing a comprehensive educational program, 6-12th grade, that prepares inner-city minority students for matriculation and success in a four-year college or university	25,000
Young Audiences 4550 Post Oak Place, Suite 230 Houston, TX 77027	Education	None	PC	(Program) Toward "Art Promise"-- providing in-school arts education to at-risk students in underperforming middle schools	10,000
Young Mens Christian Association of Greater Houston Area P. O. Box 3007 Houston, TX 77253-3007	Education	None	PC	(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
<b>Subtotal - Education</b>					<b><u>1,107,260</u></b>
<b>Health</b>					
Aishel House Inc 1955 University Blvd. Houston, TX 77030	Health	None	PC	(Operating/Capital) Toward housing for patients and families at the Texas Medical Center	25,000

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Ambassadors for Christ Youth Ministries, Inc. 7324 Southwest Freeway, Suite 635 Houston, TX 77074	Health	None	PC	(Operating) Toward providing mentors and self-esteem and life skills classes to at-risk youth	5,000
Baylor College Of Medicine Teen Health Clinic 1504 Taub Loop Houston, TX 77030	Health	None	PC	(Program) Toward providing primary and comprehensive healthcare through the Teen Health Clinic at Lee High School	30,000
Bel Inizio 7710 Del Rey Houston, TX 77071	Health	None	PC	(Operating) Toward fitness and nutrition education for disadvantaged women	7,500
Bering Omega Community Services PO Box 540517 Houston, TX 77254-0517	Health	None	PC	(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, TX 77054	Health	None	PC	(Operating) Toward grief support programs focused on helping bereaved children and their families heal from the loss of a loved one	15,000
Center for Success and Independence, The 3722 Pinemont Drive Houston, TX 77018	Health	None	PC	(Program) Toward training, implementation and technical assistance of a trauma program for adolescents in the Harris County Juvenile Probation Department	20,000
Depression And Bipolar Support Alliance 3800 Buffalo Speedway #350 Houston, TX 77098	Health	None	PC	(Operating) Toward free support groups that assist and enhance the recovery of individuals with depression and bipolar disorder	15,000
El Centro de Corazon P. O. Box 230209 Houston, TX 77223	Health	None	PC	(Program) Toward the "Children's Behavioral Health Services Program" -- prevention, intervention and treatment services for children and adolescents, ages 4 - 17, living in Houston's East End	20,000
Epiphany Community Health Outreach Services 9600 South Gessner Building E Houston, TX 77071	Health	None	PC	(Operating) Toward assisting people in need with access to free or low cost health and social services that are available in the community	15,000

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Eye Care For Kids Foundation 9660 Hillcroft #325 Houston, TX 77096	Health	None	PC	(Operating) Provides free eye examinations and glasses, when appropriate, to indigent and low-income students in the greater Houston area	25,000
Family Service Center At Houston And Harris County 3120 Southwest Freeway, Suite 215 Houston, TX 77098	Health	None	PC	(Operating) Toward mental health services for low-income individuals	15,000
Gateway to Care 3611 Ennis Houston, TX 77004	Health	None	PC	(Program) Toward a Community Health Worker to provide education and help clients navigate the healthcare system	5,000
Good Neighbor Healthcare Center 190 Heights Blvd Houston, TX 77007	Health	None	PC	(Operating) Toward providing comprehensive healthcare, education and assistance as an FQHC to people in Fourth Ward and greater Houston	20,000
Healthcare for the Homeless - Houston P. O. Box 66690 Houston, TX 77266	Health	None	PC	(Operating) Toward the promotion of health, hope and dignity in the delivery of comprehensive and accessible healthcare and outreach services to homeless men, women and children	20,000
Houston Community College Foundation 3100 Main Street, Suite 12B12, MC 1148 Houston, TX 77002	Health	None	PC	(Program) Toward community health worker outreach program targeting women who are students at Coleman College and women residents at Star of Hope's Transitional Living Center	20,000
Houston Police Foundation 1200 Travis, 16th Floor Houston, TX 77002	Health	None	PC	(Program) Toward producing a documentary to raise awareness about and highlight the work of the Houston Police Foundation Mental Health Division	5,000
Ibn Sina Foundation Inc 11226 South Wilcrest Drive Houston, TX 77099	Health	None	PC	(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, TX 77058	Health	None	PC	(Operating) Toward providing counseling services to the community at reduced or no-cost	20,000

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Legacy Community Health Services, Inc P. O. Box 66306 Houston, TX 77266-6308	Health	None	PC	(Program) Toward providing a Post Exposure Prophylactic (PEP) protocol that reduces incidences of assault victims contracting HIV	15,000
Lesbian Health Initiative Of Houston Texas 401 Branard Street Houston, TX 77006	Health	None	PC	(Operating) Toward eliminating barriers to health care for LGBT identified women and transgender men by providing access, education and advocacy	10,000
Lone Star Association of Charitable Clinics P. O. Box 684127 Austin, TX 78768	Health	None	PC	(Operating/Program) Toward a statewide organization that helps charitable clinics run more efficiently and effectively by providing support, resources and advocacy	10,000
Lone Star Family Health Center 704 FM 2854 Conroe, TX 77301	Health	None	PC	(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
Mental Health America of Greater Houston 2211 Norfork, Suite 810 Houston, TX 77098	Health	None	PC	(Operating) Toward education and training outreach programs that promote and support mental health and mental health treatment in the community	20,000
Nami Gulf Coast PO Box 4096 Alvin, TX 77512	Health	None	PC	(Operating) Toward support, education and referral programs for families and individuals affected by mental illness	15,000
Northwest Colorado Visiting Nurse Association 940 Central Park Drive Suite 101 Steamboat Springs, CO 80487	Health	None	PC	(Operating) Toward providing comprehensive, region-wide community health services in NW Colorado	20,000
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, TX 77023	Health	None	PC	(Operating) Toward helping individuals manage their sexual and reproductive health by providing healthcare; reproductive education and services; and advocacy	25,000
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, TX 77023	Health	None	PC	(Operating) Toward ensuring the right and ability of all individuals to manage their sexual and reproductive health by providing health services, education and advocacy	1,250

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Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, TX 77023	Health	None	PC	(Program) Toward the "Female Condom Coalition"-- coalition of multiple organizations currently providing education and skill-building activities around the use of female condoms	10,000
Santa Maria Hostel Inc 2605 Parker Rd. Houston, TX 77093	Health	None	PC	(Program) Toward providing comprehensive on-site healthcare for residents, their children and others in the nearby community	20,000
Spring Branch Community Health Center 1615 Hillendahl Blvd., Suite 100 Houston, TX 77055	Health	None	PC	(Capital/Operating) Toward expansion of a community health center to provide comprehensive healthcare to the uninsured and underinsured in far West Houston	37,500
St. Hope Foundation Inc. 6200 Savoy, Suite 540 Houston, TX 77036	Health	None	PC	(Operating) Toward providing comprehensive medical care to low-income families	15,000
Tejano Center For Community Concerns Inc 2950 Broadway Houston, TX 77017	Health	None	PC	(Program) Toward a primary care health clinic to serve the needs of teens and young adults	15,000
Texas Health Institute 8501 North MoPac Expressway Suite 300 Austin, TX 78759	Health	None	PC	(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, TX 77056	Health	None	PC	(Operating) Toward public policy initiatives for mental health including education/awareness, program development, advocacy, regulation and funding	20,000
Texas One Voice 5120 Woodway Drive, Suite 6000 Houston, TX 77056	Health	None	PC	(Operating) Toward "Women's Health Initiative"-- to advocate on behalf of access to women's health	2,500
Texas One Voice 5120 Woodway Drive, Suite 6000 Houston, TX 77056	Health	None	PC	(Operating) Toward "Women's Health Initiative"-- funding programs for women's health	2,500
United States Conference Of Catholic Bishops 2615 Fannin St. Houston, TX 77002	Health	None	PC	(Operating) Toward providing medical and dental services to the low-income and uninsured of Harris and surrounding counties	25,000

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Vecino Health Centers 424 Hahlo Houston, TX 77020	Health	None	PC	(Capital/Operating) Toward expansion of two clinic sites allowing for greater capacity to continue serving low-income, uninsured or underinsured families	37,500
Women's Fund for Health Education & Research, The 5353 West Alabama, Suite 615 Houston, TX 77056	Health	None	PC	(Operating) Toward educating women and girls so that they can take control of their health through community and in-school education programs	10,000
<b>Subtotal - Health</b>					<b>681,250</b>
<b><u>Human Services</u></b>					
Adult Reading Center Inc 2246 North Washington Ave. Pearland, TX 77581-3473	Human Services	None	PC	(Operating) Toward providing adult learners with free literacy instruction in southeast Harris, Brazoria, Fort Bend and Galveston counties	20,000
Aid to Victims of Domestic Abuse 1001 Texas Avenue, Suite 600 Houston, TX 77002	Human Services	None	PC	(Operating) Toward advocating for safety and self-determination of victims of domestic abuse	15,000
Alliance for Multicultural Community Services 6440 Hillcroft Ave Suite 411 Houston, TX 77081	Human Services	None	PC	(Program) Toward providing short-term rental assistance to refugee families at risk of becoming homeless	10,000
Arrow Child And Family Ministries 2929 FM 2920 Spring, TX 77388	Human Services	None	PC	(Program) Toward Freedom Place scholarship beds for victims of domestic child sex trafficking	20,000
Avenue Community Development Corporation 2505 Washington Avenue Houston, TX 77007	Human Services	None	PC	(Operating) Toward effort to revitalize the community by developing affordable housing and economic opportunities, while preserving the area's cultural, economic, and historical diversity	15,000
Bethel's Place 12660 Sandpiper Drive Houston, TX 77035	Human Services	None	PC	(Program) Toward providing programs and resources to improve the quality of life in Fondren Southwest	15,000

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Boat People S O S Inc 11360 Bellaire Blvd, Suite 910 Houston, TX 77072	Human Services	None	PC	(Program) Toward a holistic approach to provide information, access to case management and legal services for Asian victims of domestic violence in a culturally and linguistically appropriate manner	15,000
Bridge Over Troubled Waters, Inc. P.O. Box 3488 Pasadena, TX 77501-3488	Human Services	None	PC	(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
Casa De Esperanza De Los Ninos Incorporated P.O. Box 66581 Houston, TX 77266-6581	Human Services	None	PC	(Program) Toward the Residential Program for children in crisis due to abuse, neglect or the affects of HIV/AIDS	20,000
Cathedral Health Ministries 1117 Texas Avenue Houston, TX 77002	Human Services	None	PC	(Operating) Toward basic needs, healthcare, housing and legal services for the homeless, the poor and the underserved	20,000
Child Advocates of Fort Bend 5403 Avenue N Rosenberg, TX 77471	Human Services	None	PC	(Operating) Toward providing a voice, healing the hurt and breaking the cycle of abuse and neglect for children in Fort Bend County	20,000
Child Advocates Of Montgomery County Inc 412 West Phillips, Ste 107 Conroe, TX 77301	Human Services	None	PC	(Operating) Toward providing trained volunteers to help guide children in protective custody through the court system	20,000
Child Builders 2425 Fountain View, Suite 210 Houston, TX 77057	Human Services	None	PC	(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	SO III FI	(Capital) Toward capital campaign to increase size of facility to better accommodate clients, families and partnering agencies	25,000
Coalition For The Homeless Of Houston/Harris County 600 Jefferson Street, Suite 2050 Houston, TX 77002	Human Services	None	PC	(Operating) Toward an effort to act as a catalyst to lead, develop and implement community strategies to prevent and end homelessness	20,000

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Colorado Nonprofit Development Center - Intergrated Community PO Box 880587 Steamboat Springs, CO 80488	Human Services	None	PC	(Program) Toward providing information, referrals and interpretation services for immigrants living in Colorado's Routt and Moffat counties	10,000
Daya, Inc. P.O. Box 571774 Houston, TX 77257	Human Services	None	PC	(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	PC	(Capital) Toward a facility that provides the necessary space for retail, storage, classrooms for professional development, childcare and parking	25,000
East Fort Bend Human Needs Ministry 425 Stafford Run Road Stafford, TX 77497-1611	Human Services	None	PC	(Operating) Toward meeting basic human needs of families in temporary financial crisis in East Fort Bend County	2,500
Emergency Aid Coalition 5401 Fannin Houston, TX 77004	Human Services	None	PC	(Operating) Toward operating support to provide basic needs that bridge the gap between despair and hope for neighbors in need.	10,000
Escape Family Resource Center Of The Exchange Clubs Of Houston 1721 Pech Road Houston, TX 77055	Human Services	None	PC	(Operating) Toward preventing child abuse and neglect by providing intervention, education and support services for families in crisis	20,000
Fort Bend County Women's Center P. O. Box 183 Richmond, TX 77406	Human Services	None	PC	(Operating) Toward support for the Fort Bend County Women's Center 24 hour Emergency Shelter for domestic violence victims and their children	20,000
Fort Bend Lawyers Care 310 Morton Street #566 Richmond, TX 77469	Human Services	None	PC	(Program) ) Toward "Texas Lawyers for Texas Veterans" program for low-income, military veterans who otherwise cannot afford or do not have access to the civil legal services they need	2,500
Friends of MHMRA of Harris County 7011 Southwest Freeway Houston, TX 77074	Human Services	None	PC	(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

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Funders Together To End Homelessness Inc 240 Newbury Street 2nd Floor Boston, MA 02116	Human Services	None	PC	(Operating) Toward maximizing philanthropy's collective and collaborative impact on homelessness through education, networks, technical assistance, and advocacy	15,000
Galveston County Food Bank dba Gleanings From The Harvest 624 4th Avenue N Texas City, TX 77590	Human Services	None	PC	(Operating) Toward the purchase, storage, transport and distribution of food and other grocery items to collaborating partners	20,000
Harris County Domestic Violence Coordinating Council 3015 Richmond Ave Suite 120-I Houston, TX 77098	Human Services	None	PC	(Operating) Toward coordinating domestic violence services among law enforcement and service providers so they operate more collaboratively, efficiently and effectively	15,000
Houston Area Women's Center 1010 Waugh Drive Houston, TX 77019	Human Services	None	PC	(Operating) Toward a community free from the effects of domestic and sexual violence	20,000
Houston Center for Literacy 2401 Portsmouth #230 Houston, TX 77098	Human Services	None	PC	(Operating) Toward leading and mobilizing a coalition of literacy providers and resources to improve literacy among residents in greater Houston	25,000
Humble Area Assistance Ministries P. O. Box 14051 Humble, TX 77347	Human Services	None	PC	(Operating) Toward providing assistance for low- and moderate-income individuals and families to meet their basic needs and achieve self-sufficiency	10,000
Interfaith Ministries For Greater Houston 3217 Montrose Boulevard Houston, TX 77006	Human Services	None	PC	(Capital) Toward all the work that Interfaith Ministries for Greater Houston does in the community	30,000
Interfaith of The Woodlands 4242 Interfaith Way The Woodlands, TX 77381	Human Services	None	PC	(Operating) Toward providing basic needs, emergency financial assistance, workforce centers, charity clinic and other services to residents of South Montgomery County	15,000
Katy Christian Ministries P. O. Box 986 Katy, TX 77492	Human Services	None	PC	(Operating) Toward helping victims of domestic violence become safe and self-sufficient by providing crisis intervention, emergency shelter, and advocacy	15,000

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Literacy Advance Of Houston Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Human Services	None	PC	(Operating) Toward transforming lives and communities through literacy	20,000
Literacy Council of Fort Bend County 12530 Emily Court Sugar Land, TX 77478	Human Services	None	PC	(Operating) Toward Basic Literacy, ESL, GED, U. S. Citizenship Prep, Basic Computer Skills, and GED Transition	20,000
Local Infant Formula For Emergencies Inc 2002 South Wayside Dr Ste 113 Houston, TX 77023	Human Services	None	PC	(Operating) Toward providing emergency formula and food to hungry babies and information about nutrition and community resources	15,000
Lutheran Social Services of the South, Inc. 8306 Cross Park Drive Austin, TX 78754	Human Services	None	PC	(Program) Toward the Krause Residential Treatment Center for abused or neglected children	15,000
Memorial Assistance Ministries Inc 1625 Blalock Houston, TX 77080	Human Services	None	PC	(Operating) Toward meeting the basic needs of individuals and families in West Houston and moving them more closely toward self-sufficiency	15,000
Mexican Institute of Greater Houston 4601 Caroline Street Houston, TX 77004	Human Services	None	PC	(Operating) Toward Community Learning Centers that provide English and Spanish-language classroom instruction and online tutorials in computer technology	15,000
Montgomery County Food Bank 111 South Second Street Conroe, TX 77301	Human Services	None	PC	(Capital) Toward expansion of the facilities used by the Montgomery County Food Bank to meet the need of the food insecure	25,000
Montgomery County Women's Center 1600 Lake Front Circle, Suite 100 The Woodlands, TX 77380	Human Services	None	PC	(Operating) Toward helping survivors of domestic violence and sexual assault and their children become independent and self-sufficient by providing shelter, counseling and advocacy	25,000
My Brothers Keeper Outreach Center P. O. Box 722385 Houston, TX 77272-2385	Human Services	None	PC	(Operating) Toward helping to provide emergency basic needs assistance for low-income residents in Alief and Southwest Houston	5,000

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New Hope Housing Inc 1117 Texas Avenue Houston, TX 77002	Human Services	None	PC	(Operating) Toward providing life-stabilizing, affordable, permanent housing with support services for people who live on limited incomes	20,000
Non-Profit Housing Corporation of Greater Houston, The 2211 Norfork, Suite 740 Houston, TX 77098	Human Services	None	PC	(Capital) Toward furnishing apartments for formerly homeless individuals moving into a supportive housing environment	25,000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090-3651	Human Services	None	PC	(Operating) Toward providing basic social services to those in need in northwest Harris County	15,000
Partnership For The Advancement & Immersion Of Refugees 6440 Hillcroft, Suite 302 Houston, TX 77081	Human Services	None	PC	(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
Prison Entrepreneurship Program P. O. Box 926274 Houston, TX 77292	Human Services	None	PC	(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
Resource and Crisis Center of Galveston County P. O. Box 1545 Galveston, TX 77553	Human Services	None	PC	(Operating) Toward providing immediate crisis intervention for victims of family violence and sexual assault and assisting survivors to rebuild their lives free of violence	20,000
Restaurant Opportunities Center of Houston 5373 West Alabama St Ste 202A Houston, TX 77056	Human Services	None	PC	(Operating) Toward building an innovative workforce-development initiative that creates formal career ladders for low-wage Houston restaurant workers to advance to livable-wage jobs in fine-dining restaurants	20,000
Search Homeless Services 2505 Fannin Houston, TX 77002	Human Services	None	PC	(Operating) Toward engaging and facilitating the behavior change of the most vulnerable homeless individuals and families.	20,000

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SER - Jobs for Progress 201 Broadway Street Houston, TX 77012	Human Services	None	PC	(Operating) Toward providing low-income individuals and their families the job training, education, and financial literacy skills needed to obtain living-wage employment and long-term financial stability	20,000
Tahirih Justice Center 1717 St. James Place Suite 320 Houston, TX 77056	Human Services	None	PC	(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	PC	(Operating) Toward helping thousands of food insecure people living at or below the poverty level with nutritious food and self-sufficiency programs	20,000
VN Teamwork 11210 Bellaire Blvd., Suite 118 Houston, TX 77072	Human Services	None	PC	(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
Wesley Community Center, Inc. of Houston, Texas 1410 Lee Street Houston, TX 77009	Human Services	None	PC	(Operating) Toward strengthening individuals and families in crisis and empowering them to health and self-sufficiency	15,000
Westside Homeless Partnership 9610 Long Point Road, Ste. 110 Houston, TX 77055	Human Services	None	PC	(Operating) Toward providing resources and supporting services that help homeless families achieve self-sufficiency	15,000
Women's Home, The 607 Westheimer Houston, TX 77006-3915	Human Services	None	PC	(Operating) Toward helping women in crisis regain their self-esteem and dignity, and empowering them to become productive and self-sufficient	25,000
Womens Resource Of Greater Houston 730 N. Post Oak Road, Suite 204 Houston, TX 77024	Human Services	None	PC	(Operating) Toward free financial education programs that reach over 6,000 low income and underserved women and girls	15,000
<b>Subtotal - Human Services</b>					<b><u>1,055,000</u></b>

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<b><u>Women and Girls</u></b>					
Depression And Bipolar Support Alliance 3800 Buffalo Speedway #350 Houston, TX 77098	Women and Girls	None	PC	(Program) Toward providing free and confidential support groups for female veterans who are living with depression or bipolar disorder	12,500
Santa Maria Hostel Inc 2605 Parker Rd. Houston, TX 77093	Women and Girls	None	PC	(Program) Toward support for direct client assistance for homeless female Veterans through Santa Maria Hostel's VIEWS program	12,500
SER - Jobs for Progress 201 Broadway Street Houston, TX 77012	Women and Girls	None	PC	(Program) Toward providing employment services, career coaching, and support services to female veterans in order for them to successfully return to the civilian workforce	12,500
Woman's Heart, The dba Grace After Fire P. O. Box 185804 Fort Worth, TX 76181	Women and Girls	None	PC	(Program) Toward a retreat for women veterans and their families	12,500
Worklife Ministry, Inc. 1900 St. James, Suite 880 Houston, TX 77056	Women and Girls	None	PC	(Program) Toward the "Texas Alliance of Military Women" program that offers military benefits events, career and life transition workshops and community service opportunities	12,500
<b>Subtotal - Women and Girls</b>					<b><u>62,500</u></b>
<b>Total</b>					<b><u>\$ 3,319,010</u></b>