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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	98,832.	52,599.	52,599.
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ► *	* 1,673,480.	1,673,480.	ATCH 7
	Less allowance for doubtful accounts ►	1,673,480.	1,673,480.	1,673,480.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	ATCH 8	2,172.	5,600.
10	a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	1,399,489.	1,239,087.	1,584,769.
	c Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ► ATCH 10)	67.	61,889.	63,410.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,174,040.	3,032,655.	3,379,858.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue		210,313.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0	210,313.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,174,040.	2,822,342.	
	30 Total net assets or fund balances (see instructions)	3,174,040.	2,822,342.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,174,040.	3,032,655.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,174,040.
2	Enter amount from Part I, line 27a	2	-132,443.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,041,597.
5	Decreases not included in line 2 (itemize) ► ATCH 11	5	219,255.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,822,342.

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	31,848.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	134,252.	3,380,448.	0.039714
2011	125,050.	3,786,817.	0.033022
2010	343,705.	2,075,596.	0.165593
2009	57,955.	2,081,821.	0.027839
2008	645,093.	4,024,678.	0.160284

2 Total of line 1, column (d) 2 0.426452

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 0.085290

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 3,286,569.

5 Multiply line 4 by line 3 5 280,311.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 165.

7 Add lines 5 and 6 7 280,476.

8 Enter qualifying distributions from Part XII, line 4 8 203,425.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	330 .
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	3 4 5 6 7 8 9 10 11	330 . 0 330 . 5,600 . 5,600 . 5,270 . 4,870 .	
3	Add lines 1 and 2 . . .			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- . . .			
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	5,600 .	
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	5,600 .	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	5,270 .	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11	400 . Refunded ► 4,870 .	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1c	Did the foundation file Form 1120-POL for this year? . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . If "Yes," attach a detailed description of the activities	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . If "Yes," attach the statement required by General Instruction T	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX, _____		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . .	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► TERRI LACY Located at ► 600 TRAVIS, SUITE 4200 HOUSTON, TX	Telephone no ► 713-220-4482 ZIP+4 ► 77002	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ► N/A	16	Yes X No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 88707a 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?

5b N/A

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		32,500.	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	-----
2	-----
3	-----
4	-----

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

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

Amount

1 NONE	-----
2	-----
All other program-related investments See instructions	
3 NONE	-----
Total. Add lines 1 through 3 ►	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc. purposes		
a Average monthly fair market value of securities	1a	1,597,142.
b Average of monthly cash balances	1b	61,681.
c Fair market value of all other assets (see instructions)	1c	1,677,795.
d Total (add lines 1a, b, and c)	1d	3,336,618.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	3,336,618.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,049.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,286,569.
6 Minimum investment return. Enter 5% of line 5	6	164,328.

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	164,328.
2a Tax on investment income for 2013 from Part VI, line 5	2a	330.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	330.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	163,998.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	163,998.
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	163,998.

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	203,425.
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	203,425.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	203,425.

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				163,998.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008	446,443.			
b From 2009				
c From 2010	241,697.			
d From 2011				
e From 2012				
f Total of lines 3a through e	688,140.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 203,425.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				163,998.
e Remaining amount distributed out of corpus	39,427.			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	727,567.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	446,443.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	281,124.			
10 Analysis of line 9				
a Excess from 2009	241,697.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	39,427.			

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

NOT APPLICABLE

1a 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 ►

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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 the following programs, check the box:

The following table highlights the key findings of the review. Any relevant questions should be addressed.

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

c. Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE ATTACHED LIST				203,425.
Total				203,425.
<i>b Approved for future payment</i>				
Total				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6 .	
4 Dividends and interest from securities			14	25 , 542 .	
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			18	31 , 848 .	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13				1 , 167 .	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				58 , 563 .	
13 Total Add line 12, columns (b), (d), and (e)				13	58 , 563 .

(See worksheet in line 13 instructions to verify calculations)

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)

NOT APPLICABLE

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

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

B. In 100s, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Ellen L. d. Seminole 1 Aug. 4, 2014 ► President

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name CATHY CHANCE	Preparer's signature <i>Cathy Chance</i>	Date 7/22/2014	Check <input type="checkbox"/> if self-employed	PTIN P00533162
	Firm's name ► MCGLADREY LLP	Firm's EIN ► 42-0714325			
	Firm's address ► 1400 POST OAK BLVD., STE 900 HOUSTON, TX	77056-3009	Phone no	713-625-3500	

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

Schedule of Contributors

OMB No 1545-0047

2013

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

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

Name of the organization

OTTER ISLAND FOUNDATION

Employer identification number

76-0421104

Organization type (check one)

Filers of: Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization OTTER ISLAND FOUNDATION

Employer identification number
76-0421104**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF ELIZABETH E. SIMMONS 475 E. OAK FOREST ROAD SALT LAKE CITY, UT 84103	\$ 31,053.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	ESTATE OF ELIZABETH E. SIMMONS 475 E. OAK FOREST ROAD SALT LAKE CITY, UT 84103	\$ 31,190.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization OTTER ISLAND FOUNDATION

Employer identification number
76-0421104**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
1	1,846 SHARES FNB BANCORPORATION	\$ 9,232.	12/31/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	NOTE RECEIVABLE RES PROPERTIES	\$ 21,821.	12/31/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization OTTER ISLAND FOUNDATION

Employer identification number

76-0421104

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

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis			
		TOTAL CAPITAL GAIN DISTRIBUTIONS					17,506.	
8,600.		760.389 SHS OW FIXED INCOME FUND PROPERTY TYPE: SECURITIES 8,897.				P	11/28/2012	VARIOUS -297.
18,800.		2,323.383 SHS OW REAL RETURN FUND PROPERTY TYPE: SECURITIES 22,049.				P	11/28/2012	VARIOUS -3,249.
10,371.		2,068.573 SHS OW GLOBAL OPPORTUNITIES FD PROPERTY TYPE: SECURITIES 10,024.				P	11/28/2012	VARIOUS 347.
35,700.		2,822.964 SHS OW LARGE CAP CORE FD PROPERTY TYPE: SECURITIES 30,883.				P	01/04/2012	VARIOUS 4,817.
6,400.		411.767 SHS OW LARGE CAP CORE FD PROPERTY TYPE: SECURITIES 5,617.				P	01/04/2012	VARIOUS 783.
10,000.		1,193.317 SHS OW REAL RETURN FUND PROPERTY TYPE: SECURITIES 11,480.				P	01/04/2012	12/27/2013 -1,480.
123,229.		15,605.33 SHS OW GLOBAL OPPORTUNITIES FD 109,808.					VARIOUS 13,421.	VARIOUS
TOTAL GAIN (LOSS)							<u>31,848</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BESSEMER TRUST	3.	3.
WELLS FARGO BANK		
TOTAL	<u>6.</u>	<u>6.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BESSEMER TRUST	24,774.	24,774.
ZIONS BANCORPORATION	217.	217.
WESTAMERICA BANCORP	551.	551.
TOTAL	<u>25,542.</u>	<u>25,542.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FNB BANCORP	1,167.	
TOTALS		<u>1,167.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	7,423.	7,423.	7,423.	
TOTALS	<u>7,423.</u>	<u>7,423.</u>	<u>7,423.</u>	

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX	273.	273.
EXCISE TAX	8,919.	
TOTALS	<u>9,192.</u>	<u>273.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	438.	438.
POSTAGE EXPENSES	28.	28.
BANK FEES	160.	160.
MISCELLANEOUS FEES	83.	83.
TOTALS	<u>709.</u>	<u>709.</u>

ATTACHMENT 6

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

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

BEGINNING BALANCE DUE 1,673,480.

ENDING BALANCE DUE 1,673,480.

ENDING FAIR MARKET VALUE 1,673,480.

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

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

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

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

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXCISE TAX	5,600.	5,600.
TOTALS	<u><u>5,600.</u></u>	<u><u>5,600.</u></u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
ZIONS BANCORP - HELD BESSEMER	2,650.	149,800.
ZIONS BANCORP - HELD OUTRIGHT	1,391.	50,043.
WESTAMERICA BANCORPORATION 518 SHS HELD OUTRIGHT	25,528.	29,417.
FIXED INCOME FUND	326,103.	312,622.
LARGE CAP FUND	174,116.	219,548.
LARGE CAP FUND	251,300.	322,166.
GLOBAL SMALL FUND	206,883.	247,490.
GLOBAL OPP FUND	200,546.	209,532.
REAL RETURN FUND	50,570.	44,151.
 TOTALS	 <u>1,239,087.</u>	 <u>1,584,769.</u>

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM ZIONS BANCCORP DEPOSIT IN TRANSIT - ZIONS RES PROPERTIES NOTE FNB BANCORPORATION SHARES	31,190. 21,821. 8,878.	31,190. 21,821. 10,399.
TOTALS	<u>61,889.</u>	<u>63,410.</u>

ATTACHMENT 10

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BASIS ADJUSTMENTS	8,942.
DEFERRED GAIN ON MRS 301 TRUST NOTE	210,313.
TOTAL	<u>219,255.</u>

ATTACHMENT 12

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

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FNB BANCORP INCOME		01		1,167.
TOTALS				<u>1,167.</u>

OTTER ISLAND FOUNDATION
76-0421104
2013 990PF

PART XV. GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	STATUS	PURPOSE	AMOUNT
10TH MOUNTAIN DIVISION HUT ASSOCIATION 1280 UTE AVENUE, SUITE 21 ASPEN, CO 81611	PUBLIC	ANNUAL FUND	100
ALFORD LAKE CAMP 5 SALT MARSH WAY CAPE ELIZABETH, ME 04107	PUBLIC	IN HONOR OF ABBY, EMMA AND WINIFRED SIMMONS	200
ALLEY THEATRE 815 TEXAS AVE HOUSTON, TX 77002	PUBLIC	ANNUAL FUND	1,000
AMERICAN FRIENDS OF MASTERWORKS, INC 650 SIXTH AVENUE #5E NEW YORK, NY 10011	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	100
ANNUNCIATION ORTHODOX SCHOOL 3600 YOAKUM BOULEVARD HOUSTON, TX 77006	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	1,000
BAY CHAMBER CONCERTS P O BOX 599 ROCKPORT, ME 04856	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	500
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	PUBLIC	IN HONOR OF ELLEN SIMMONS	250
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	PUBLIC	IN HONOR OF ELLEN SIMMONS	200
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET, SUITE 200 HOUSTON, TX 77002	PUBLIC	ANNUAL FUND	100
CAMDEN CONFERENCE P O BOX 882 CAMDEN, ME 04843	PUBLIC	MATTHEW R SIMMONS SCHOLARSHIP	500
CAMDEN PUBLIC LIBRARY 55 MAIN STREET CAMDEN, ME 04843	PUBLIC	ANNUAL FUND	1,000
CAMP FOR ALL 10500 NW FREEWAY, STE 220 HOUSTON, TX 11092	PUBLIC	IN HONOR OF LYDIA F SIMMONS	100
CANTERBURY SHAKER VILLAGE 288 SHAKER ROAD CANTERBURY, NH 03224	PUBLIC	ANNUAL FUND	100
CENTER FOR FURNITURE CRAFTSMANSHIP 25 MILL ST ROCKPORT, ME 04856	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	250
CENTER FOR MAINE CONTEMPORARY ART PO BOX 147 ROCKPORT, ME 04856	PUBLIC	ANNUAL FUND	1,000
CHARLES A. DEAN MEMORIAL HOSPITAL & NURSING HOME 364 PRITHAM AVE GREENVILLE ME 04441	PUBLIC	IN MEMORY OF LAWRENCE W LOUCEE	150
COASTAL MOUNTAINS LAND TRUST 101 MT BATTIE STREET CAMDEN, ME 04843	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS	500
COLORADO COLLEGE 14 EAST CACHE LA POUDRE ST COLORADO SPRINGS, CO 80903	PUBLIC	ANNUAL FUND	1,000
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	PUBLIC	IN HONOR OF ABBY SIMMONS WALKER AND TIM WALKER IN HONOR OF ELLEN C L SIMMONS '69	2,000 25,000

CORPORATION OF THE FINE ARTS MUSEUM 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	PUBLIC	GRIFFITH ANNUAL FUND	5,000
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET, SUITE 200 WELLESLEY HILLS, MA 02481	PUBLIC	ANNUAL FUND	5,000
CURRY SCHOOL OF EDUCATION FOUNDATION P O BOX 400276 CHARLOTTESVILLE, VA 22904	PUBLIC	IN HONOR OF ABBY J SIMMONS	250
DAUGHTERS OF AMERICAN REVOLUTION 1776 D ST NW WASHINGTON, DC 20006	PUBLIC	IN HONOR OF ELLEN SIMMONS, WHEELER GRIFFITH, ABIGAIL SIMMONS, EMMA SIMMONS, WINIFRED SIMMONS, AND LYDIA SIMMONS	60
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DR HOUSTON, TX 77007	PUBLIC	ANNUAL FUND	2,500
DUKE UNIVERSITY DURHAM, NC 27708	PUBLIC	IN HONOR OF LYDIA SIMMONS	1,000
EPIC CHANGE INC 315 JACKSON AVE SATELLITE BEACH, FL 32937	PUBLIC	IN HONOR OF EMMA SIMMONS	450
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401	PUBLIC	ANNUAL FUND IN HONOR OF WINIFRED SIMMONS	1,000
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND, ME 04841	PUBLIC	70TH YEAR MAINTAINING THE MOMENTUM	8,000 20,000
FIRST CONGREGATIONAL CHURCH OF WINCHESTER 21 CHURCH STREET WINCHESTER, MA 01890	PUBLIC	AJSW & TJW & REV ROBERT TUCKER	9,000
FOREST SOCIETY OF MAINE 115 FRANKLIN ST ,3RD FLOOR BANGOR, ME 04401	PUBLIC	ANNUAL FUND	1,000
FRIENDS OF COLONIAL PEMAQUID BOX 304 NEW HARBOR, ME 04554	PUBLIC	ANNUAL FUND	50
FRIENDS OF FLEMING PARK 1809 DUNSTAN ROAD HOUSTON, TX 77005	PUBLIC	WE LOVE FLEMING PARK	100
GROTON SCHOOL P O BOX 991 GROTON, MA 01450	PUBLIC	IN HONOR OF ABIGAIL AND LYDIA SIMMONS	1,000
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04101	PUBLIC	IN HONOR OF DAVID LAWRENCE	500
HERMANN PARK CONSERVANCY 6201-A HERMANN PARK DRIVE HOUSTON, TX 77030	PUBLIC	IN HONOR OF ANN KENNEDY	250
HERRING GUT LEARNING CENTER P O BOX 286 PORT CLYDE, ME 04855	PUBLIC	IN HONOR OF PHYLLIS WYETH	500
HISTORIC NEW ENGLAND OTIS HOUSE 141 CAMBRIDGE STREET BOSTON, MA 02114	PUBLIC	ANNUAL FUND - HONORING JOHN LOUCEE FAMILY	100
HOUSTON MUSEUM OF NATUAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030	PUBLIC	PAPILIO SOCIETY	1,000
HURRICANE ISLAND FOUNDATION PO BOX 1280 ROCKLAND, ME 04841	PUBLIC	ANNUAL FUND	350

ISLAND INSTITUTE P O BOX 648 ROCKLAND, ME 04841	PUBLIC	ANNUAL FUND IN MEMORY OF MATTHEW R SIMMONS ISLAND SCHOLARS	1,000 5,000
KUHF P O BOX 4878 HOUSTON, TX 77210	PUBLIC	ANNUAL FUND	500
KUPONA FOUNDATION 37 WEST 72ND STREET #3D NEW YORK, NY 10023	PUBLIC	ANNUAL FUND	200
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086	PUBLIC	ALDEMERE FARM IN MEMORY OF MATTHEW R SIMMONS	500
MAINE FARMLAND TRUST, INC 97 MAIN STREET BELFAST, ME 04915	PUBLIC	ANNUAL FUND	500
MAINE MEDIA WORKSHOPS AND COLLEGE P O BOX 200 ROCKPORT, ME 04856	PUBLIC	ANNUAL FUND NEW VISION CAMPAIGN PLEDGE	100 15,000
MAINE SEA COAST MISSION 127 WEST STREET BAR HARBOR, ME 04609	PUBLIC	ANNUAL FUND	500
MENIL COLLECTION 1533 SUL ROSS	PUBLIC	IN HONOR OF ELLEN SIMMONS	1,000
MERRYSpring NATURE CENTER P O BOX 893 CAMDEN, ME 04843	PUBLIC	ANNUAL FUND	50
METHODIST HOSPITAL 6565 FANNIN STREET HOUSTON, TX 77030	PUBLIC	IN MEMORY OF GIB WALTON	250
MONTPELIER GENERAL HENRY KNOX MUSEUM PO BOX 326 THOMASTON, ME 04861	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS ANNUAL FUND	500 500
MUSEUM OF FINE ARTS, HOUSTON PO BOX 6826 HOUSTON, TX 77265	PUBLIC	IN HONOR OF ELLEN C L SIMMONS	2,500
NATIONAL TRUST FOR HISTORIC PRESERVATION THE WATERGATE OFFICE BUILDING 2600 VIRGINIA AVENUE, SUITE 1000 WASHINGTON, DC 20037	PUBLIC	SIMMONS BASS CHALLENGE	25,000
NATL WWII MUSEUM 945 MAGAZINE STREET NEW ORLEANS, LA 70130	PUBLIC	IN MEMORY OF LAWRENCE W LOUJEE	100
NEW ENGLAND HISTORIC GENEALOGICAL SOCIETY 101 NEWBURY ST BOSTON, MA 02118	PUBLIC	ANNUAL FUND	5,000
NORTH HAVEN ARTS AND ENRICHMENT 12 MAIN STREET NORTH HAVEN, ME 04853	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
NORTH HAVEN HISTORICAL SOCIETY P O BOX 322 NORTH HAVEN, ME 04853	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	100
NORTHFIELD MT HERMON SCHOOL ONE LAMPLIGHTER WAY MOUNT HERMON, MA 01354	PUBLIC	50TH REUNION PLEDGE THEATER STAIRWAY PLEDGE ANNUAL FUND	2,250 15,000 1,000
OWLS HEAD TRANSPORTATION MUSEUM P O BOX 277 OWLS HEAD, ME 04854	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
CENTERFORM MISSION SOCIETY 6234 CROOKED CREEK RD NORCROSS, GA 30092	PUBLIC	ANNUAL FUND	1,000
PENOBSCT BAY YMCA P O BOX 840 ROCKPORT, ME 04856	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250

PROJECT GRADUATION HOUSTON 3000 RICHMOND, SUITE 400 HOUSTON, TX 77098	PUBLIC	ANNUAL FUND	250
POMFRET SCHOOL 398 POMFRET STREET POMFRET, CT 06258	PUBLIC	IN HONOR OF WHEELER S GRIFFITH '97	1,000
RICE UNIVERSITY P O BOX 1892 HOUSTON, TX 77251	PUBLIC	BRATKA SCHOLARSHIP FUND	2,250
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD STRATFORD, VA 22558	PUBLIC	INTERNSHIP PROGRAM IN MEMORY OF MATTHEW R SIMMONS, BRIDGE, AND PLAQUE	10,000
ROCKPORT PUBLIC LIBRARY 17 SCHOOL STREET ROCKPORT, MA 01966	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	500
SING WITH HAITI 50 OSGOOD PLACE, SUITE 500 SAN FRANCISO, CA 94133	PUBLIC	IN HONOR OF OWSLEY BROWN & ELLEN SIMMONS AND FAMILY	500
SMITH COLLEGE SCHOOL FOR SOCIAL WORK LILLY HALL NORTHAMPTON, MA 01063	PUBLIC	IN HONOR OF WINIFRED B SIMMONS 2011	500
ST GEORGE'S SCHOOL P O BOX 1910 NEWPORT, RI 02840	PUBLIC	ANNUAL FUND IN HONOR OF EMMA SIMMONS SCOTT SCHOLARSHIPS	500 150
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	PUBLIC	OLGA MCLAREN POETRY FUND ANNUAL FUND	250 500
TANZANIAN CHILDREN'S FUND 2 ATLANTIC AVENUE, 4TH FLOOR BOSTON MA 02110	PUBLIC	IN HONOR OF NANO CHATFIELD & ELLEN SIMMONS	500
TEACH FOR AMERICA 315 WEST 36TH STREET NEW YORK, NY 10018	PUBLIC	IN HONOR OF ELLEN C L SIMMONS AND FAMILY	1,000
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN STREET HOUSTON, TX 77030	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	1,000
TEXAS CHRISTIAN UNIVERSITY 2800 S UNIVERSITY DRIVE FORT WORTH, TX 76129	PUBLIC	ANNUAL FUND IN HONOR OF WINIFRED SIMMONS '07	1,000
THE AMERICAN-SCANDINAVIAN FOUNDATION 58 PARK AVENUE @ 38TH STREET NEW YORK, NY 10016	PUBLIC	ANNUAL FUND	65
THE CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 77004	PUBLIC	ANNUAL FUND	1,000
THE GARDEN CLUB OF HOUSTON 4212 SAN FELIPE #486 HOUSTON, TX 77027-2902	PUBLIC	IN HONOR OF EMMA SIMMONS	500
THE GIRLS FOUNDATION OF TANZANIA P O BOX 11224 PORTLAND, ME 04104	PUBLIC	IN HONOR OF EMMA SIMMONS & NANO CHATFIELD	150
THE JUNG CENTER 5200 MONTROSE BLVD HOUSTON, TX 77006	PUBLIC	ANNUAL FUND	150
THE MAX WARBURG COURAGE CURRICULUM 263 HUNTINGTON AVENUE #366 BOSTON, MA 02115	PUBLIC	IN MEMORY OF MAX WARBURG & MATTHEW SIMMONS	500
THE NORTH HAVEN FOUNDATION P O BOX 664 ROCKLAND, ME 04841	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS ANNUAL APPEAL	500
TREES FOR HOUSTON/B O C A P O BOX 270477 HOUSTON, TX 77277	PUBLIC	IN MEMORY OF MATTHEW R SIMMONS	250
UNITED MID-COAST CHARITIES	PUBLIC	ANNUAL FUND & HONOR OF POLLY CHATFIELD	500

P O BOX 205
CAMDEN, ME 04843

VANDERBILT UNIVERSITY 211 KIRKLAND HALL NASHVILLE, TN 37240	PUBLIC, IN HONOR OF WHEELER SIMMONS GRIFFITH '01	1,000
WESTERHEIM NORWEGIAN-AMERICAN MUSEUM P O BOX 379 DECORAH, IA 52101	PUBLIC IN HONOR OF MARY LOUCEE RIPLEY & MATTHEW R SIMMONS	100
VINALHAVEN LAND TRUST P O BOX 268 VINALHAVEN, ME 04863	PUBLIC ANNUAL FUND	250
YELLOWSTONE ACADEMY 3000 TRULLEY STREET HOUSTON, TX 77004	PUBLIC IN MEMORY OF MATTHEW R SIMMONS	2,400
YOUNG AUDIENCES OF HOUSTON 4550 POST OAK PLACE, STE 230 HOUSTON, TX 77027	PUBLIC IN HONOR OF ELLEN SIMMONS ANNUAL FUND	700 5,000

203,425