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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
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		21,093	1,332,438	1,332,438
	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) ▶ ATCH 7				
	Less: allowance for doubtful accounts ▶			21,821	21,821
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule) ATCH 6		2,333,351	690,896	14,327,701
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶				
Liabilities	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 ▶)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		2,354,444	2,045,155	15,681,959
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)		4,600		
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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		2,349,844	2,045,155	
	30 Total net assets or fund balances (see instructions)		2,349,844	2,045,155	
	31 Total liabilities and net assets/fund balances (see instructions)		2,354,444	2,045,155	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,349,844
2 Enter amount from Part I, line 27a	2	682,163
3 Other increases not included in line 2 (itemize) ▶ ATCH 9	3	12,047
4 Add lines 1, 2, and 3	4	3,044,054
5 Decreases not included in line 2 (itemize) ▶ ATCH 8	5	998,898
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,045,155

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	870,119
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	

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.

(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	1,276,130	7,953,793	0.160443
2011	1,109,524	9,560,615	0.116052
2010	1,026,610	6,694,669	0.153347
2009	419,753	4,644,811	0.090370
2008	1,064,672	10,760,784	0.127433

2 Total of line 1, column (d)	2	0.647645
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	0.129529
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,582,355
5 Multiply line 4 by line 3	5	1,759,310
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,962
7 Add lines 5 and 6	7	1,768,272
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,246,074

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)			
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	1	17,924	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	17,924	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	17,924	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	19,220	
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	19,220	
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	1,296	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 1,296 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	✓	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	✓	
14	The books are in care of ▶ ANTHONY DELUCA Telephone no. ▶ 713-227-7888 Located at ▶ 6600 J. P. MORGAN CHASE TOWER HOUSTON, TX ZIP+4 ▶ 77002-3007			
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 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	✓
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>		
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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	✓
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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
ATTACHMENT 10		0	0	0

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

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

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

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."

[illegible]

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 NOT APPLICABLE ----- ----- -----	
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	13,507,931
b	Average of monthly cash balances	1b	281,261
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,789,193
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	13,789,193
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	206,838
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,582,355
6	Minimum investment return. Enter 5% of line 5	6	679,118

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	679,118
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,924
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	2
c	Add lines 2a and 2b	2c	17,926
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	661,192
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	661,192
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	661,192

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	1,255,036
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	1,255,036
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	1,255,036

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				661,192
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20 <u>11</u> ,20 <u>10</u> ,20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	490,618			
b From 2009	183,191			
c From 2010	708,987			
d From 2011	659,447			
e From 2012	880,000			
f Total of lines 3a through e	2,922,243			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ <u>1,255,036</u>				
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				661,192
e Remaining amount distributed out of corpus	593,844			
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	3,516,087			
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				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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)	490,618			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,025,469			
10 Analysis of line 9:				
a Excess from 2009	183,191			
b Excess from 2010	708,987			
c Excess from 2011	659,447			
d Excess from 2012	880,000			
e Excess from 2013	593,844			

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					
b	Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2013	Prior 3 years (b) 2012 (c) 2011 (d) 2010			(e) Total
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test—enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

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

L E SIMMONS & VIRGINIA W SIMMONS

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

N/A

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE ATTACHMENT 11			SEE ATTACHMENT 11	1,252,109
Total			3a ►	1,252,109
b <i>Approved for future payment</i>				
SEE ATTACHMENT 12			SEE ATTACHMENT 12	180,000
Total			3b ►	180,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	226	
4	Dividends and interest from securities			14	32,723	
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	870,119	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				903,068	
13	Total. Add line 12, columns (b), (d), and (e)				903,068	903,068

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

1 a b c d	Did the organization directly or indirectly engage in any of the other organizations described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets 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 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.	<div></div> <div>Yes</div> <div>No</div>
--	--	--

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

Sign Here ▶ 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

[Signature]
Signature of officer or trustee

▶ *5/6/14* ▶ Date
▶ *Secretary/Treasurer* ▶ Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

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

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

OMB No 1545-0047

2013**Name of the organization**

THE VIRGINIA AND L E SIMMONS FOUNDATION

Employer identification number

76-0453177

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % 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	Employer identification number
THE VIRGINIA AND L. E. SIMMONS FOUNDATION	76-0453177

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	L. E. & VIRGINIA W. SIMMONS 6600 JP MORGAN CHASE TOWER HOUSTON, TX 77002	\$ 998,898	Person <input 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	\$ 62,243	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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 THE VIRGINIA AND L. E. SIMMONS FOUNDATION	Employer identification number 76-0453177
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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	SEE ATTACHMENT 13 ----- ----- -----	\$ 998,898	12/31/2013
2	SEE ATTACHMENT 13 ----- ----- -----	\$ 31,053	12/31/2013
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----

Name of organization THE VIRGINIA AND L. E. SIMMONS FOUNDATION	Employer identification number 76-0453177
--	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE VIRGINIA AND L E SIMMONS FOUNDATION

Employer identification number

76-0453177

Note: Form 5227 filers need to complete *only* Parts I and II**Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b.				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 (10,122)
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 (10,122)

Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	2,538,300	200,230	(1,467,911)	870,159
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11 870,159
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12 (1,925)
13 Capital gain distributions				13 12,007
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 880,241

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions <i>before</i> completing this part.				
17	Net short-term gain or (loss)	17	(10,122)	(10,122)
18	Net long-term gain or (loss):			
a	Total for year	18a	882,166	(1,925)
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19	882,166	(12,047)

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000

Note: If the loss on line 19, column (3), is more than \$3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20%	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

ATTACHMENT 1

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

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch	226	226
Total	226	226

ATTACHMENT 2

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

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch	28,275	28,275
TIFF Mutual Fund	4,448	4,448
Total	32,723	32,723

THE VIRGINIA AND L. E. SIMMONS FOUNDATION
EIN: 76-0453177

2013 TAX YEAR

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

Description	Revenue and Expenses Per Books	Net Investment Income	Adjusted Net Income	Charitable Purposes
Accounting Fees	5,854	2,927		2,927
Total	5,854	2,927	-	2,927

THE VIRGINIA AND L. E. SIMMONS FOUNDATION
EIN: 76-0453177

2013 TAX YEAR

ATTACHMENT 4

FORM 990PF, PART I - TAXES

Description	Revenue and Expenses Per Books
Excise Taxes	16,500
Total	16,500

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch Investment Fees	165	165
TIFF Investment Processing Fees	3,769	3,769
Miscellaneous Expense	3,650	
Total	7,584	3,934

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

Description	Number of Shares	Ending Book Value	Ending FMV
Oil States Intl	46,394	226,957	4,719,198
Superior Energy	80,825	14,439	2,150,753
Superior Energy	37,737	-	1,004,182
Zions Bancorp	65,082	65,082	1,949,857
Zions Bancorp	18,900	18,900	566,244
Zions Bancorp	29,444	29,444	882,142
Zions Bancorp	19,942	19,942	597,462
Zions Bancorp	22,058	-	660,858
Zions Bancorp	4,000	75,000	119,840
Zions Bancorp	4,000	120,000	119,840
Zions Bancorp	1,672	15,901	50,093
Zions Bancorp	50,000	96,000	1,498,000
FNB Bancorp	1,846	9,232	9,232
Total		690,896	14,327,701

ATTACHMENT 7

FORM 990PF, PART II - OTHER NOTES RECEIVABLE

Borrower:	RES Properties
Original amount:	\$ 21,821
Date of note:	12/31/2009
Maturity date:	12/31/2024
Repayment terms:	Total balance due at end of term
Interest rate:	None
Security provided:	Interest in RES Properties
Purpose of the note:	Note owed by RES Properties to EES Estate
Description and FMV of consideration:	Charitable bequest from EES Estate on 12/31/2013
	\$ 21,821

Beginning Balance Due	\$ -
Ending Balance Due	<u>\$ 21,821</u>
Ending FMV	<u>\$ 21,821</u>

Additional Detail: In 2013, the Estate of Elizabeth E. Simmons ("the Estate") distributed to The Virginia and L.E. Simmons Foundation ("the Foundation") a note receivable in the amount of \$21,821 ("the Note"). The Note was received as a charitable bequest from the Estate. The Note arose from the transfer of asset to RES Properties by the Estate in payment of debt. The market value of the asset transferred was in excess of the debt owed. As a result, RES Properties owed a note back to the Estate for the difference. The Note did not arise from a loan made by the Foundation to the Estate.

THE VIRGINIA AND L. E. SIMMONS FOUNDATION
EIN: 76-0453177

2013 TAX YEAR

ATTACHMENT 8

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

Description	Amount
Precontribution gain on securities contributed to foundation in 2013	998,898
Total	<u>998,898</u>

THE VIRGINIA AND L. E. SIMMONS FOUNDATION
EIN: 76-0453177

2013 TAX YEAR

ATTACHMENT 9

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

Description	Amount
Capital loss carry over from Estate of Elizabeth E. Simmons	12,047
Total	<u>12,047</u>

ATTACHMENT 10

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

Name and Address	Title and Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct and Other Allowances
Virginia W Simmons 6600 J.P. Morgan Chase Tower Houston, TX 77002-3007	Vice President	0	0	0
Anthony F DeLuca 6600 J.P. Morgan Chase Tower Houston, TX 77002-3007	Secretary/Treasurer	0	0	0
L E Simmons 6600 J.P. Morgan Chase Tower Houston, TX 77002-3007	President 5.50	0	0	0
Total		0	0	0

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name	Address	If Recipient is an Individual, Relationship to Foundation Manager or Substantial Contributor		Foundation Status of Recipient	Purpose of Grant or Contribution		Amount
AmeriCares	88 Hamilton Ave Stamford, CT 06902		N/A	Public	To support the victims of Typhoon Haiyan in the Philippines		500.00
Boy Scouts of America (Sam Houston Area Council)	1911 Bagby Houston, Texas 77052		N/A	Public	Provides programs for youth		15,833.33
Brigham Young University Hawaii	55-220 Kulanui Street #1879 Lale, Hawaii 96762-1294		N/A	Public	Trustees/Presidents Fund (Scholarships)		25,000.00
Deseret International (Charity Vision International)	Charity Vision International 1282 Cambridge Ct Provo, UT 84604		N/A	Public	To assist restoring eye sight to the impoverished		5,000.00
Farnsworth Art Museum	16 Museum Street Rockland, ME 04841		N/A	Public	To support the museum's free and low cost public programming		2,500.00
Fuller Craft Museum	455 Oak Street Brockton, MA 02301		N/A	Public	Support of the arts		275.00
Habitat for Humanity Inc Greater Baton Rouge	4962 Florida Blvd #409 Baton Rouge, LA 70806		N/A	Public	To sponsor and build two Habitat homes		100.00
John A. Moyer Eye Center	65 Medical Drive Salt Lake City, UT 84132		N/A	Public	Supporting research of eye disorders		1,250.00
LSE Centennial Fund	424 West 33rd Street, Ste 280 New York, NY 10001		N/A	Public	To support education		13,500.00
Marine Corps Scholarship Foundation	121 S Saint Asaph St Alexandria, VA 22314		N/A	Public	Scholarships honoring Marines by educating their children		10,000.00
Matamoros Children's Home	P O Box 4073 Brownsville, TX 78523		N/A	Public	To support orphans		1,000.00
National Multiple Sclerosis	8111 North Stadium Drive, Ste 100 Houston, TX 77054		N/A	Public	Assist Americans living with MS, fund promising research and advocate for change		100.00
National Parks Conservation Assoc	2904 Swiss Avenue Dallas, TX 75204		N/A	Public	To support the national parks in Texas		5,000.00
Northeast Historic Film	85 Main Street Bucksport, Maine 04416-0900		N/A	Public	Preservation and making accessible northern New England moving image heritage		2,500.00
OHSU Foundation	3181 S W Sam Jackson Park Rd Portland, Oregon 97239-3098		N/A	Public	Supporting biomedical research statewide in Oregon		100.00

If Recipient is an Individual,
Relationship to Foundation
Manager or Substantial

Recipient Name	Address	Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Reasoning Mind	3050 Post Oak Blvd., Ste 1200 Houston, Texas 77056	N/A	Public	To support education	34,000.00
Rice University Collaborative Research Fund	P O Box 1892 Houston, Texas 77251	N/A	Public	Grant to support collaborative research projects by researchers at Rice University, Texas Children's Hospital and The Methodist Hospital Research Institute	627,434.00
Rice University - Jones School of Business Bldg Fund	P O Box 1892 Houston, Texas 77251	N/A	Public	Support research and engagement with world- class professors for our students	50,000.00
Rice University - Baker Institute	P O Box 1892 Houston, Texas 77251	N/A	Public	To support education	13,250.00
Rice University - James A Baker III Institute Round Table	P O Box 1892 Houston, Texas 77251	N/A	Public	To support education	10,000.00
Rice University - James W Crownover Scholars Program	P O Box 1892 Houston, Texas 77251	N/A	Public	Scholarship program for the Jones Graduate School of Business	100,000.00
Rice University - The Shepherd Society	P O Box 1892 Houston, Texas 77251	N/A	Public	To support music education	13,250.00
San Diego Sports Medicine Foundation	P O Box 23023 San Diego, CA 92193-3023	N/A	Public	Provide a medical safety net for insured youth with limited financial means in order to return them back to healthy lifestyle	500.00
SEARCH Homeless Services	2505 Fannin Houston, Texas 77002-4400	N/A	Public	To support homeless people in the Houston area	8,800.00
Shrine Circus	10510 Harwin Houston, TX 77036	N/A	Public	Moms and Dads program to assist in helping children	100.00
Student Clubs of HBS, LDSSA (LDS Church)					2,000.00
Teammates for Kids Foundation	1900 Wazee Street #205 Denver, Colorado 80202	N/A	Public	For Texas Children's child life department	9,700.00
Texas A&M Foundation	401 George Bush Drive College Station, TX 77840-2811	N/A	Public	Honors Scholars Program '08	20,000.00
The Brookwood Community	1752 FM 1489 Brookshire, TX 77423	N/A	Public	Assisting adults with disabilities	5,000.00
The Bush School	1145 TAMU College Station, TX 77843-115	N/A	Public	To support education	12,500.00
The Center Foundation	3550 West Dallas Houston, TX 77019	N/A	Public	Assisting those with developmental disabilities	4,166.67

Recipient Name	Address	If Recipient is an Individual, Relationship to Foundation Manager or Substantial		Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
		Contributor	Contributor			
The Kinkaid School	201 Kinkaid School Drive Houston, Texas 77024	N/A		Private	To support education	25,500.00
The Tony Blair Africa Governance Initiative	P O Box 60519 London W2 7 JU United Kingdom	N/A		Public	Grant to support building governments to build the institutions, processes and skills they need to bridge the gap between vision and real change	80,000.00
University of Iowa Foundation	1 W Park Rd Iowa City, IA 52242	N/A		Public	Research in the Molecular Genetics Laboratory	50,000.00
University of Utah - Honors College	540 Arapleen Drive, Ste 250 Salt Lake City, UT 84108-1238	N/A		Public	To support mission of education, research, and enhancement of life in our community.	50,000.00
Won Heart Foundation	10 Sarah's Cove Sugar Land, TX 77479	N/A		Private	supporting young people in their leadership development	10,000.00
Woodrow Wilson Center	1 East Greenway Plaza, Ste 225 Houston, TX 77046	N/A		Public	The Award for Corporate Citizenship is bestowed on those executives who, by their examples and their business practices, have shown a deep concern for the common good beyond the bottom line.	40,000.00
Workshop Houston	P O Box 88365 Houston, TX 77288	N/A		Public	To support youth in 5th Ward of Houston Texas	750.00
Yellowstone Academy	3000 Trulley Street Houston, TX 77004	N/A		Public	To serve children from low income families	2,500.00
TOTAL APPROVED FOR FUTURE PAYMENT						1,252,109.00

ATTACHMENT 12

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Recipient Name	Address	If Recipient is an		Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
		Individual, Relationship to Foundation Manager or Substantial Contributor	Foundation Status of Recipient			
University of Iowa Foundation	1 W Park Rd Iowa City, IA 52242	N/A	Public	To support research in the Molecular Genetics Laboratory		100,000.00
Utah - Honors College	540 Arapeen Drive, Ste 250 Salt Lake City, UT 84108-1238	N/A	Public	To support mission of education, research, and enhancement of life in our community.		80,000.00

TOTAL APPROVED FOR FUTURE PAYMENT 180,000.00

ATTACHMENT 13

FORM 990PF, SCH B, PART II - NON CASH PROPERTY CONTRIBUTIONS

Property Description	Contributor No.	Fair Market Value Per Books	Donor's Cost Basis
37,737 shs Superior Energy Services, Inc. (SPN)	1	998,898	-
Total non-cash contribution from contributor 1		998,898	-
1,846 shs FNB Bancorp	2	9,232	9,232
Note receivable from RES Properties	2	21,821	21,821
Total non-cash contribution from contributor 2		31,053	31,053

PART IV DETAIL

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

Description	Property Type	No. of Shares	Date Acquired	Date Sold	P or D	Cost Basis	Sales Proceeds	Gain/(Loss)
Superior Energy Services, Inc.	Securities	11,400	1/3/2005	1/8/2013	D	2,037	250,712	248,675
Oil States	Securities	1,850	2/1/2001	10/14/2013	D	9,139	200,049	190,910
QEP Resources	Securities	5,200	5/16/2011	10/14/2013	D	96,148	154,092	57,944
Superior Energy Services, Inc.	Securities	7,775	1/3/2005	10/14/2013	D	1,389	199,959	198,570
TIFF Multi-Asset Fund	Securities	102,896	8/16/2006	Various	P	1,559,429	1,733,488	174,059
Total Capital Gain Distributions	Form 1099-DIV, Item 2a					n/a	n/a	12,007
Short-Term Capital Loss Carryover from Estate of Elizabeth E. Simmons (K-1)						n/a	n/a	(10,122)
Long-Term Capital Loss Carryover from Estate of Elizabeth E. Simmons (K-1)						n/a	n/a	(1,925)
Total Gain/(Loss)								870,119

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE VIRGINIA AND L. E. SIMMONS FOUNDATION

76-0453177

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	11,400 SH SUPERIOR ENERGY SERVICES	1/3/2005	1/8/2013	250,712	2,037			248,675
	1,850 SH OIL STATES	2/1/2001	10/14/2013	200,049	9,139			190,910
	5,200 SH QEP RESOURCES	5/16/2011	10/14/2013	154,092	96,148			57,944
	7,775 SH SUPERIOR ENERGY SERVICES	1/3/2005	10/14/2013	199,959	1,389			198,570
	102,896 SH TIFF MULTI-ASSET FUND	8/16/2006	VARIOUS	1,733,488	91,518	B	(1,467,911)	174,059
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				2,538,300	200,230		(1,467,911)	870,159

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Beneficiary's name	Beneficiary's identifying number
THE VIRGINIA & L E SIMMONS	76-0453177
Name of trust or decedent's estate	Estate's or trust's EIN
ESTATE OF ELIZABETH E. SIMMONS	27-6545547

BOX 11 (A) - EXCESS DEDUCTIONS ON TERMINATION

TOTAL INCOME (FORM 1041, LINE 9)	\$	1,067.
PLUS: CAPITAL LOSSES		3,000.
LESS: TOTAL DEDUCTIONS (FORM 1041, LINE 16)		6,209.
DEDUCTIONS IN EXCESS OF INCOME		<u>2,142.</u>

TOTAL EXCESS DEDUCTIONS		<u>2,142.</u>
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BENEFICIARY'S PERCENTAGE		16.6670%
EXCESS DEDUCTIONS ON TERMINATION	\$	<u><u>357.</u></u>

ALL EXCESS DEDUCTIONS ARE APPLICABLE TO THE NET INVESTMENT INCOME TAX