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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation HAROLD SIMMONS FOUNDATION, INC.		A Employer identification number 75-2222091
Number and street (or P O box number if mail is not delivered to street address) 5430 LBJ FREEWAY, SUITE 1700		B Telephone number (see instructions) (972) 233-1700
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75240-2697		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,333,798.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		11,703,500.		Column C	
2 Check ☐ if the foundation is not required to attach Sch B				not required	
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		173,733.	173,733.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-30,963,539.			
b Gross sales price for all assets on line 6a		17,897,262.			
7 Capital gain net income (from Part IV, line 2)			12,668,262.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		-19,086,306.	12,841,995.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest		25,525.			
18 Taxes (attach schedule) (see instructions) [3]		1,737.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 4		24,882.			
24 Total operating and administrative expenses. Add lines 13 through 23.		52,144.			
25 Contributions, gifts, grants paid ATCH 10.		54,869,334.		ATCH 11	19,381,096.
26 Total expenses and disbursements. Add lines 24 and 25		54,921,478.			19,381,096.
27 Subtract line 26 from line 12.		-74,007,784.			
a Excess of revenue over expenses and disbursements			12,841,995.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	207,476.	5,321,469.	5,321,469.
	2 Savings and temporary cash investments			
	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) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	14,066.	12,329.	12,329.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 5	43,631,802.	NONE	NONE
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 6)	37,581,800.	NONE	NONE
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	81,435,144.	5,333,798.	5,333,798.
	17 Accounts payable and accrued expenses			
	18 Grants payable	25,584,617.	23,491,055.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	25,584,617.	23,491,055.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	55,850,527.	-18,157,257.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ☐ 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			
	30 Total net assets or fund balances (see instructions)	55,850,527.	-18,157,257.	
	31 Total liabilities and net assets/fund balances (see instructions)	81,435,144.	5,333,798.	

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	55,850,527.
2 Enter amount from Part I, line 27a	2	-74,007,784.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	-18,157,257.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	-18,157,257.

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) 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(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**

12,668,262.

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))
2013	31,393,581.	41,224,354.	0.761530
2012	18,504,715.	36,309,354.	0.509640
2011	17,366,971.	38,280,951.	0.453671
2010	11,000,578.	19,800,882.	0.555560
2009	12,792,140.	12,918,378.	0.990228

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

3.270629

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**

0.654126

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5**4**

15,221,423.

5 Multiply line 4 by line 3**5**

9,956,729.

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

128,420.

7 Add lines 5 and 6**7**

10,085,149.

8 Enter qualifying distributions from Part XII, line 4**8**

19,381,096.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b	1	128,420.
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	128,420.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	128,420.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	14,066.
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	14,066.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	114,354.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 2014 or the taxable year beginning in 2014 (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 ☐ ATCH 7	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ PATTY BRINDA Telephone no ▶ (972) 233-1700 Located at ▶ 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX ZIP+4 ▶ 75240-2697			
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 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶ N/A	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 2014? ☐	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐	2b	N / A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 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 2014.) ☐	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 2014? ☐	4b	X

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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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b N / A

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

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

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

6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
SEE ATTACHMENT 13		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	N/A	0	0	0

Total number of other employees paid over \$50,000. ☐ NONE

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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	N/A	0
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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 N/A	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	NONE

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	11,596,678.
b	Average of monthly cash balances	1b	3,856,543.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,453,221.
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	15,453,221.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,798.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,221,423.
6	Minimum investment return. Enter 5% of line 5	6	761,071.

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	761,071.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	128,420.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	128,420.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	632,651.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	632,651.
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	632,651.

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	19,381,096.
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	19,381,096.
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	128,420.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,252,676.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				632,651.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014:				
a From 2009 12,148,073.				
b From 2010 10,018,586.				
c From 2011 15,564,819.				
d From 2012 16,698,761.				
e From 2013 29,342,291.				
f Total of lines 3a through e	83,772,530.			
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ <u>19,381,096.</u>				
a Applied to 2013, 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 2014 distributable amount				632,651.
e Remaining amount distributed out of corpus	18,748,445.			
5 Excess distributions carryover applied to 2014 (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	102,520,975.			
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 2013. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	12,148,073.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	90,372,902.			
10 Analysis of line 9.				
a Excess from 2010 10,018,586.				
b Excess from 2011 15,564,819.				
c Excess from 2012 16,698,761.				
d Excess from 2013 29,342,291.				
e Excess from 2014 18,748,445.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

ATTACHMENT 8

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

NONE

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

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

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

ATCH 9

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

NO SET FORM-CONSIDERED ON A CASE-BY-CASE BASIS

c Any submission deadlines:

NONE

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

MUST BE A SECTION 501(C) ORGANIZATION

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 Paid during the year SEE ATTACHMENT 11				19,381,096.
Total			▶ 3a	19,381,096.
b Approved for future payment SEE ATTACHMENT 12				6,243,200.
Total			▶ 3b	6,243,200.

Enter gross amounts unless otherwise indicated

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

▼

Not applicable

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

OMB No 1545-0047

2014▶ **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**

HAROLD SIMMONS FOUNDATION, INC.

Employer identification number

75-2222091

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 **HAROLD SIMMONS FOUNDATION, INC.**Employer identification number
75-2222091**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	CONTRAN CORPORATION 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697	\$ 1,474,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	LISA K. SIMMONS 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697	\$ 2,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	SERENA S. CONNELLY 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697	\$ 3,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	VALHI HOLDING COMPANY 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697	\$ 5,229,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization **HAROLD SIMMONS FOUNDATION, INC.**

Employer identification number

75-2222091

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
4	900,000 SHARES OF VALHI, INC. ----- ----- -----	\$ 5,229,000.	06/25/2014
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization **HAROLD SIMMONS FOUNDATION, INC.**

Employer identification number

75-2222091

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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
	----- ----- -----	----- ----- -----	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12443834.		PUBLICLY TRADED SECURITIES					12443834.	
5,453,428.		PUBLICLY TRADED SECURITIES 5,229,000.					224,428.	
TOTAL GAIN (LOSS)							<u>12668262.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VALHI DIVIDEND INCOME	173,733.	173,733.
TOTAL	<u>173,733.</u>	<u>173,733.</u>

ATTACHMENT 2FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INTEREST EXPENSE	25,525.
TOTALS	<u>25,525.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
TAX ON INVESTMENT INCOME	1,737.
TOTALS	<u>1,737.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ADMINISTRATIVE FEES	24,882 .
TOTALS	<u>24,882 .</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VALHI, INC. COMMON STOCK	43,631,802.	NONE	NONE
TOTALS	<u>43,631,802.</u>		

ATTACHMENT 6

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
REFUNDABLE DONATIONS	37,581,800.		
TOTALS	<u>37,581,800.</u>	<u>NONE</u>	<u>NONE</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

NAME AND ADDRESS

LISA K. SIMMONS
5430 LBJ FREEWAY, SUITE 1700
DALLAS, TX 75240-2697

VALHI HOLDING COMPANY
5430 LBJ FREEWAY, SUITE 1700
DALLAS, TX 75240-2697

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

LISA K. SIMMONS
SERENA S. CONNELLY

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LISA K. SIMMONS
5430 LBJ FREEWAY, SUITE 1700
DALLAS, TX 75240
972 233 1700

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2014

75-2222091

Part I - line 25
Contributions, gifts, grants paid

<u>Name and address</u>	<u>Class of Activity or Purpose</u>	<u>Type</u>	<u>Date</u>	<u>Amount</u>
various	Art and Culture	Cash	12/31/2014	3,134
various	Civic	Cash	12/31/2014	85,848
various	Education	Cash	12/31/2014	3,962,985
various	Health and Medical	Cash	12/31/2014	50,128,302
various	Social	Cash	12/31/2014	570,007
various	United Way	Cash	12/31/2014	90,000
various	Youth	Cash	12/31/2014	<u>29,058</u>
Total Line 25				<u><u>54,869,334</u></u>

Schedule of Payments Summary

Cash Contributions - 2014

Art & Culture	\$450,000
Civic	1,175,000
Education	2,570,000
Health & Medical	11,557,500
Social Welfare	2,868,596
United Way	90,000
Youth	<u>670,000</u>

Total Cash Contributions Made	19,381,096
--------------------------------------	-------------------

Noncash Contributions - 2014

None	0
------	---

Total Noncash Contributions	<u>0</u>
------------------------------------	-----------------

Total Contributions Made (see page 17)	<u><u>\$19,381,096</u></u>
---	-----------------------------------

HAROLD SIMMONS FOUNDATION, INC. **75-2222091**
Schedule of Appropriations and Payments, by Program Area **Fiscal Year 2014**
11/9/2015

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
ARTS & CULTURE						
Dallas Black Dance Theatre PO Box 131290 Dallas, TX 75313-1290 <i>Three-year pledge for infrastructure development</i> \$700,000.00 2013	501(c)3	\$450,000.00	\$0.00	\$0.00	\$250,000.00	\$200,000.00
Perot Museum Of Nature And Science 2201 N Field St Dallas, TX 75201 <i>Five-year pledge for capital campaign</i> \$1,000,000.00 2010	501(c)3	\$200,000.00	\$0.00	\$0.00	\$200,000.00	\$0.00
Total ARTS & CULTURE (2 items)						
		\$650,000.00	\$0.00	\$0.00	\$450,000.00	\$200,000.00
CIVIC						
Dallas Zoological Society 650 South RL Thornton Freeway Dallas, TX 75203-3013 <i>Five-year pledge for \$70 MM Capital Campaign</i> \$5,000,000.00 2014	501(c)3	\$0.00	\$5,000,000.00	\$0.00	\$1,000,000.00	\$4,000,000.00
Equal Justice USA 20 Jay Street, Ste #808 Brooklyn, NY 11201 <i>Two-year pledge for operating support to organization working to end the death penalty and promote participatory justice</i> \$50,000.00 2014	501(c)3	\$0.00	\$50,000.00	\$0.00	\$25,000.00	\$25,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Hunt Alternatives	501(c)3	\$200,000.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00
625 Mount Auburn St Cambridge, MA 02138						
<i>Four-year pledge for technical assistance to initiative that aims to reduce the demand for prostituted sex</i>						
\$400,000.00						
2012						
Safer Dallas Better Dallas	501(c)3	\$50,000.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00
8150 N Central Expressway, Ste 1900 Dallas, TX 75206						
<i>Three-year pledge for operating expenses</i>						
\$75,000.00						
2013						
Texas Tribune Inc	501(c)3	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
823 Congress Avenue, Ste 210 Austin, TX 78701						
<i>Operating expenses for publication that promotes discourse on public policy, politics and government</i>						
\$25,000.00						
2014						
Total CIVIC (5 items)		\$250,000.00	\$5,075,000.00	\$0.00	\$1,175,000.00	\$4,150,000.00
EDUCATION						
Alba-Golden ISD	501(c)3	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
1373 County Rd 2377 Alba, TX 75410						
<i>Annual pledge for five college scholarships for graduating seniors</i>						
\$25,000.00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
AVANCE 2060 Singleton Blvd, Ste 103 Dallas, TX 75212 <i>Three-year pledge for operating expenses</i> \$150,000.00 2013	501(c)3	\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00
Brown University Box 1976 Providence, RI 02912-1976 <i>Five-year pledge for Brown Annual Fund Scholarship program</i> \$200,000.00 2012	501(c)3	\$120,000.00	\$0.00	\$0.00	\$40,000.00	\$80,000.00
Camp Fire First Texas 2700 Meacham Blvd. Fort Worth, TX 76137 <i>Three-year pledge for professional development for Dallas child care teachers and directors</i> \$30,000.00 2013	501(c)3	\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
Communities Foundation Of Texas Inc 2501 Oak Lawn, Ste 800 Dallas, TX 75219 <i>Four-year pledge to organization created to coordinate a county-wide effort to improve outcomes for children and youth in the education system</i> \$300,000.00 2012	501(c)3	\$150,000.00	\$0.00	\$0.00	\$75,000.00	\$75,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Educational Opportunities Inc 3419 Westminster Ave, Ste 218 Dallas, TX 75205-1387 <i>Three-year pledge for college scholarship for talented DISD student</i> \$30,000.00 2013	501(c)3	\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
Dallas County Mental Health & Mental Retardation Center 1380 River Bend Drive Dallas, TX 75247-4914 <i>Three-year pledge to support and expand residency training program of psychiatrists working in the area of public mental health</i> \$150,000.00 2013	501(c)3	\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00
Mi Escuelita Preschool Inc PO Box 191487 Dallas, TX 75219-9998 <i>Computers and software for the classrooms to support STEM (Science, Technology and Math) program</i> \$25,000.00 2014	501(c)3	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Montessori Training And Research Center Of Dallas 13612 Midway Rd, Ste 292 Dallas, TX 75244 <i>Two-year pledge for operating expenses</i> \$100,000.00 2013	501(c)3	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Montessori Training And Research Center Of Dallas 13612 Midway Rd, Ste 292 Dallas, TX 75244 <i>Five-year pledge for administrative salaries</i> \$250,000.00 2013	501(c)3	\$200,000.00	\$0.00	\$0.00	\$50,000.00	\$150,000.00
United States Conference Of Catholic Bishops 7625 Cortland Ave Dallas, TX 75235 <i>Three-year pledge for Montessori program serving high-risk children in Pre-K through first grade</i> \$60,000.00 2012	501(c)3	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Paul Quinn College 3837 Simpson Stuart Rd Dallas, TX 75241 <i>Three-year pledge for physical infrastructure, operating expenses, and scholarship support</i> \$1,000,000.00 2013	501(c)3	\$500,000.00	\$0.00	\$0.00	\$250,000.00	\$250,000.00
June Shelton School And Evaluation Center 15720 Hillcrest Road Dallas, TX 75248 <i>Two-year pledge for Shelton Montessori Training Course</i> \$150,000.00 2013	501(c)3	\$75,000.00	\$0.00	\$0.00	\$75,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Stand For Children Leadership Center 1350 Motor Circle Dallas, TX 75207 <i>Operating expenses</i> \$30,000.00 2014	501(c)3	\$0.00	\$3.00	\$29,997.00	\$30,000.00	\$0.00
Teach for America 600 N Pearl St, Ste S2300 Dallas, TX 75201 <i>Three-year pledge for Teach for America - Dallas/Forth Worth 2013 Expansion Plan</i>	501(c)3	\$300,000.00	\$0.00	\$0.00	\$150,000.00	\$150,000.00
\$450,000.00 2013						
Third Sector New England Inc c/o Third Sector New England 89 South Street Suite 700 Boston, MA 02111 <i>Two-year pledge for research and marketing to promote Montessori education</i>	501(c)3	\$150,000.00	\$0.00	\$0.00	\$150,000.00	\$0.00
\$385,000.00 2013						
Uplift Education 606 East Royal Lane Irving, TX 75039 <i>Four-year pledge for expansion of four new schools in charter school system</i>	501(c)3	\$3,750,000.00	\$0.00	\$0.00	\$1,250,000.00	\$2,500,000.00
\$5,000,000.00 2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Wesley Rankin Community Center Inc 3100 Crossman Avenue Dallas, TX 75212 <i>Five-year pledge for Early Childhood Education Learning Center</i> \$1,000,000.00 2014	501(c)3	\$0.00	\$1,000,000.00	\$0.00	\$200,000.00	\$800,000.00
West Dallas Community School Foundation 2300 Canada Drive Dallas, TX 75212 <i>Three-year pledge for capital needs, salary of administrator and Adaptive Montessori program</i> \$152,000.00 2013	501(c)3	\$80,000.00	\$0.00	\$0.00	\$40,000.00	\$40,000.00
Young Women's Preparatory Network 2804 Swiss Ave Dallas, TX 75204 <i>Three-year pledge for summer enhancement program for students of Irma Rangel Young Women's Leadership School</i> \$60,000.00 2013	501(c)3	\$40,000.00	\$0.00	\$0.00	\$20,000.00	\$20,000.00
Total EDUCATION (20 items)						
		\$5,675,000.00	\$1,050,003.00	\$29,997.00	\$2,570,000.00	\$4,185,000.00
HEALTH & MEDICAL						
American Cancer Society 8900 Carpenter Freeway Dallas, TX 75247 <i>Cattle Baron's Ball benefiting cancer research</i> \$7,500.00 2014	501(c)3	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Open Arms, Inc PO Box 35868 Dallas, TX 75235 <i>Two-year pledge for the Early Childhood Education program</i> \$60,000.00 2013	501(c)3	\$30,000.00	\$0.00	\$0.00	\$30,000.00	\$0.00
Launchability Foundation 4350 Sigma, Suite 100 Farmers Branch, TX 75244-4416 <i>Two-year pledge for operating expenses for organization that serves children and adults with cognitive disabilities</i> \$40,000.00 2013	501(c)3	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Parkland Foundation 2777 Stemmons Fwy, Ste 1700, LB 69 Dallas, TX 75207 <i>Five-year pledge for challenge grant for construction of new Women and Infants' Specialty Health Hospital</i> \$50,000,000.00 2008	501(c)3	\$12,418,200.00	\$0.00	\$0.00	\$10,000,000.00	\$2,418,200.00
Planned Parenthood Federation Of 434 West 33rd St New York, NY 10001 <i>Five-year pledge to expand access to care for underserved women in Louisiana</i> \$1,000,000.00 2012	501(c)3	\$600,000.00	\$0.00	\$0.00	\$200,000.00	\$400,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Planned Parenthood of North Texas, Inc. 7424 Greenville Avenue Suite 206 Dallas, TX 75231 <i>Five-year pledge for capital campaign (split equally between education and advocacy)</i> \$500,000.00 2011	501(c)3	\$200,000.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00
Presbyterian Communities And Services Foundation 6100 Colwell Blvd Irving, TX 75039 <i>Five-year pledge for the T. Boone Pickens Hospice and Palliative Care Center</i> \$10,000,000.00 2011	501(c)3	\$5,500,000.00	\$0.00	\$0.00	\$1,000,000.00	\$4,500,000.00
Spirithorse Therapeutic Riding Center 1960 Post Oak Dr Corinth, TX 76210 <i>Three-year pledge for operating expenses for therapeutic horse riding program for children with disabilities</i> \$150,000.00 2012	501(c)3	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
National Tuberous Sclerosis Association Inc 801 Roeder Rd, Ste 750 Silver Spring, MD 20910 <i>Three-year matching pledge for \$500,000</i> \$500,000.00 2012	501(c)3	\$150,000.00	\$0.00	\$0.00	\$150,000.00	\$0.00
Total HEALTH & MEDICAL (9 items)		\$18,968,200.00	\$7,500.00	\$0.00	\$11,557,500.00	\$7,418,200.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
SOCIAL WELFARE						
Attitudes & Attire						
2050 N Stemmons Freeway	501(c)3	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00
Mail Unit 102						
Dallas, TX 75207						
<i>Three-year pledge for Hopeful Smiles</i>						
<i>restorative dental program</i>						
\$75,000.00						
2012						
Attitudes & Attire						
2050 N Stemmons Freeway	501(c)3	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Mail Unit 102						
Dallas, TX 75207						
<i>17th Annual Luncheon and Fashion Show.</i>						
<i>Serena Connelly and Betsy Healy are</i>						
<i>awardees.</i>						
\$7,500.00						
2014						
Chiapas International						
P. O. Box 9053	501(c)3	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Dallas, TX 75209						
<i>Three-year pledge for The Last Mile</i>						
<i>Initiative that supports microfinance and</i>						
<i>other programs in rural areas of Latin</i>						
<i>America</i>						
\$150,000.00						
2012						
Dallas Area Habitat For Humanity Inc						
2800 N. Hampton Road	501(c)3	\$400,000.00	\$0.00	\$0.00	\$100,000.00	\$300,000.00
Dallas, TX 75212						
<i>Five-year pledge for Bexar Street</i>						
<i>Townhomes and Los Arboles Leadership in</i>						
<i>Energy and Environmental Design</i>						
<i>Neighborhood Development (LEED-ND)</i>						
\$500,000.00						
2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
The Dallas Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Ste 390 Dallas, TX 75219 <i>Giving for Good card program for Contran employees</i> \$13,596.00 2014	501(c)3	\$0.00	\$13,596.00	\$0.00	\$13,596.00	\$0.00
Dallas Furniture Bank PO Box 815788 Dallas, TX 75381 <i>Three-year pledge for Furniture for Families program</i> \$30,000.00 2013	501(c)3	\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
Dallas Womens Foundation Campbell Centre II, 8150 N Central Expressway, Ste 110 Dallas, TX 75206 <i>Two-year pledge for Sustainability Fund for the Texas Muslim Women's Foundation</i> \$80,000.00 2013	501(c)3	\$40,000.00	\$0.00	\$0.00	\$40,000.00	\$0.00
Dallas Womens Foundation Campbell Centre II, 8150 N Central Expressway, Ste 110 Dallas, TX 75206 <i>Five-year pledge for Unlocking Leadership Campaign, designated for Economic Security of Female Headed Households</i> \$5,000,000.00 2013	501(c)3	\$4,000,000.00	\$0.00	\$0.00	\$1,000,000.00	\$3,000,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Unlocking Doors Inc 17101 N Preston Rd, Ste 260 Dallas, TX 75248 <i>Three-year pledge for operating expenses for organization that aims to prevent recidivism among ex-offenders</i> \$75,000.00 2013	501(c)3	\$50,000.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00
Evangelical Covenant Church 8303 West Higgins Road Chicago, IL 60631 <i>Four-year pledge for work in the Democratic Republic of Congo</i> \$500,000.00 2011	501(c)3	\$125,000.00	\$0.00	\$0.00	\$125,000.00	\$0.00
Family Gateway Inc 600 Jackson St Dallas, TX 75204 <i>Capital support to build supportive housing units for homeless families</i> \$500,000.00 2014	501(c)3	\$0.00	\$500,000.00	\$0.00	\$500,000.00	\$0.00
Galaxy Counseling Center 1025 S Jupiter Rd Garland, Texas 75042 <i>Sexual Abuse Treatment Program</i> \$25,000.00 2014	501(c)3	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Girl Scouts Of Northeast Texas 6001 Summerside Dr JoAnn Fogg Service Center Dallas, TX 75252 <i>Three-year pledge for STEM Center of Excellence at Camp Whispering Cedars Capital Campaign</i> \$1,000,000.00 2013	501(c)3	\$665,000.00	\$0.00	\$0.00	\$332,500.00	\$332,500.00
Human Rights Initiative Of North Texas Inc 2801 Swiss Ave Dallas, TX 75204-5925 <i>Five-year pledge for operating expenses</i> \$750,000.00 2012	501(c)3	\$450,000.00	\$0.00	\$0.00	\$150,000.00	\$300,000.00
Dallas Legal Hospice dba Legal Hospice of Texas 1825 Market Center Blvd, Ste 550 Dallas, TX 75207 <i>Three-year pledge for legal services to low-income residents of Dallas County with terminal illnesses or HIV</i> \$30,000.00 2013	501(c)3	\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
North Dallas Shared Ministries, Inc. 2875 Merrell Road Dallas, TX 75229-4702 <i>Three-year pledge for Clothes Closet support for the disadvantaged</i> \$75,000.00 2013	501(c)3	\$50,000.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Orphan Outreach	501(c)3	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
2001 W Plano Parkway, Ste 3700 Plano, TX 75075 <i>Children's Hope Award</i> \$5,000.00 2014						
Plan International Usa Inc	501(c)3	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00
155 Plan Way Warwick, RI 02886 <i>Three-year pledge for Because I am a Girl campaign in Vietnam</i> \$75,000.00 2012						
Resource Center Of Dallas Inc	501(c)3	\$300,000.00	\$0.00	\$0.00	\$200,000.00	\$100,000.00
PO Box 190869 2701 Reagan St Dallas, TX 75219 <i>Three-year pledge for constructing a community center that will provide mental health counseling and other services to LGBT population</i> \$500,000.00 2013						
Texas Muslim Womens Foundation Inc	501(c)3	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
PO Box 863388 Plano, TX 75086 <i>Three-year pledge for operating expenses</i> \$150,000.00 2012						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
United States Fund For Unicef	501(c)3	\$200,000.00	\$0.00	\$0.00	\$50,000.00	\$150,000.00
520 Post Oak Blvd, Ste 280 Houston, 77027						
<i>Five-year pledge for Global Citizenship Fellowship Program in North Texas</i>						
\$250,000.00						
2013						
United States Fund For Unicef	501(c)3	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
520 Post Oak Blvd, Ste 280 Houston, 77027						
<i>Ebola Emergency Response</i>						
\$100,000.00						
2014						
Total SOCIAL WELFARE (22 items)		\$6,470,000.00	\$651,096.00	\$0.00	\$2,868,596.00	\$4,252,500.00
UNITED WAY						
United Way of Metropolitan Dallas, Inc.	501(c)3	\$0.00	\$90,000.00	\$0.00	\$90,000.00	\$0.00
1800 N. Lamar St. Dallas, TX 75202						
<i>2013 Match of Contran Corporation employees' gifts</i>						
\$90,000.00						
2014						
Total UNITED WAY (1 item)		\$0.00	\$90,000.00	\$0.00	\$90,000.00	\$0.00
YOUTH						
Big Thought	501(c)3	\$500,000.00	\$0.00	\$0.00	\$250,000.00	\$250,000.00
1409 S Lamar, Ste 1015 Dallas, TX 75215						
<i>Three-year pledge for Thriving Minds Out of School</i>						
\$750,000.00						
2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Communities in Schools Fort Worth 6707 Brentwood Stair Road Fort Worth, TX 76112 <i>Three-year pledge for operating expenses</i> \$45,000.00 2013	501(c)3	\$30,000.00	\$0.00	\$0.00	\$15,000.00	\$15,000.00
Florida Baptist Childrens Home PO Box 8190 Lakeland, FL 33802 <i>Four-year pledge for capital campaign for new Miami Children's Center</i> \$1,000,000.00 2011	501(c)3	\$250,000.00	\$0.00	\$0.00	\$250,000.00	\$0.00
Kid Net Foundation PO Box 140085 Dallas, TX 75214 <i>Foster Care and Adoption Program for children removed from homes by CPS</i> \$20,000.00 2014	501(c)3	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Dallas Community Lighthouse 9090 Skillman St. Suite 1408 P. O. Box 495787 Garland 75049 Dallas, TX 75243 <i>Two-year pledge to support the U capital campaign in collaboration with Dallas Police Department</i> \$70,000.00 2013	501(c)3	\$35,000.00	\$0.00	\$0.00	\$35,000.00	\$0.00
Promising Youth Alliance Inc 2101 N Washington Ave Dallas, TX 75204 <i>Three-year pledge for operating expenses</i> \$225,000.00 2013	501(c)3	\$150,000.00	\$0.00	\$0.00	\$75,000.00	\$75,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Rainbow Days, Inc. 8150 N Central Expressway, Ste M1003 Dallas, TX 75206 <i>Three-year pledge for prevention programs for children, youth and parents at-risk for substance abuse</i> \$65,000.00	501(c)3	\$50,000.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00
2013						
Total YOUTH (7 items)		\$1,015,000.00	\$20,000.00	\$0.00	\$670,000.00	\$365,000.00
Grand Totals (66 items)		\$33,028,200.00	\$6,893,599.00	\$29,997.00	\$19,381,096.00	\$20,570,700.00

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2014

75-2222091

Part XV - line 3b
Grants & Contributions Approved for Future Payment

<u>Name and address</u>	<u>Purpose</u>	<u>Amount</u>
Equal Justice USA	Civic	25,000
Wesley-Rankin Community Center	Education	800,000
The Westwood School	Education	3,000,000
Parkland Foundation	Health & Medical	2,418,200
Total		<u><u>\$6,243,200</u></u>

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2014

75-2222091

Part VIII - line 1
List of officers and directors

<u>Name and address</u>	<u>Title</u>		<u>Compensation</u>	<u>Employee Benefits</u>	<u>Expense Account</u>
Lisa K. Simmons 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	President	*	0	0	0
Serena S Connelly 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Executive Vice President	*	0	0	0
A. Andrew R. Louis 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Vice President, General Counsel and Secretary	*	0	0	0
John A. St. Wrba 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Vice President and Treasurer		0	0	0
Total			<u>\$0</u>	<u>\$0</u>	<u>\$0</u>

* Director