






See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490




For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation The Simmons Foundation		<b>A Employer identification number</b>  76-0398915	
Number and street (or P O box number if mail is not delivered to street address) 109 N Post Oak Lane		<b>B Telephone number</b> (see instructions)  (713) 580-1800	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77024		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,941,810		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule) . . . . .	3,409,846			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	849	849		
	4 Dividends and interest from securities. . . . .	161,034	161,034		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	106,436			
	b Gross sales price for all assets on line 6a 1,094,619				
	7 Capital gain net income (from Part IV, line 2) . . .		106,436		
	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) . . . . .	<input checked="" type="checkbox"/> -5,310	-5,310		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	3,672,855	263,009		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	202,851			202,851
	14 Other employee salaries and wages . . . . .	134,558			134,558
	15 Pension plans, employee benefits . . . . .	47,572			47,572
	16a Legal fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 1,850			1,850
	b Accounting fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 2,213	1,107		1,106
	c Other professional fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 24,142	24,142		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . .	<input checked="" type="checkbox"/> 4,308	159		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	25,894			25,894
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 28,274			28,274
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	471,662	25,408		442,105
	25 Contributions, gifts, grants paid . . . . .	3,004,500			3,004,500
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	3,476,162	25,408		3,446,605
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	196,693			
	b <b>Net investment income</b> (if negative, enter -0-)		237,601		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	708,501	681,325	681,325	
	3	Accounts receivable ▶ <u>7,043</u>				
		Less allowance for doubtful accounts ▶ _____	651	7,043	7,043	
	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 . . . . .	6,454	1,568	1,568	
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) . . . . .	2,549,981		2,766,994	3,963,286
	c	Investments—corporate bonds (attach schedule). . . . .	658,033		682,979	669,366
	11	Investments—land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____					
12	Investments—mortgage loans . . . . .					
13	Investments—other (attach schedule) . . . . .	628,818		619,222	619,222	
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)	4,552,438	4,759,131	5,941,810		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22) . . . . .		0		
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24		Unrestricted . . . . .				
25		Temporarily restricted . . . . .				
26		Permanently restricted . . . . .				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" 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	4,552,438	4,759,131		
30		Total net assets or fund balances (see instructions) . . . . .	4,552,438	4,759,131		
31		Total liabilities and net assets/fund balances (see instructions) . . . . .	4,552,438	4,759,131		

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 4,552,438
2	Enter amount from Part I, line 27a . . . . .	2 196,693
3	Other increases not included in line 2 (itemize) ▶ 	3 10,000
4	Add lines 1, 2, and 3 . . . . .	4 4,759,131
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 4,759,131

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	106,436
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	106,436

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 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	3,808,356	7,392,923	0 51514	
2012	3,828,007	10,544,387	0 36304	
2011	3,966,598	13,674,545	0 29007	
2010	3,606,901	15,150,602	0 23807	
2009	3,316,493	18,070,752	0 18353	
2	Total of line 1, column (d). . . . .		2	1 58984
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 31797
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .		4	5,821,375
5	Multiply line 4 by line 3. . . . .		5	1,851,011
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		6	2,376
7	Add lines 5 and 6. . . . .		7	1,853,387
8	Enter qualifying distributions from Part XII, line 4. . . . .		8	3,446,605
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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		12,376	
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. . . . .		32,376	
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- . . . . .		52,376	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	2,625
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. . . . .		72,625	
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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. . . . .		10249	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax  249 Refunded		11	

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year? . . . . .		1c		No
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? . . . . .		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		4b		No
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5	Yes	
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• 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? . . . . .		6		No
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. . . . .		7	Yes	
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 .		8b	Yes	
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 . . . . .		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address <b>www.thesimmonsfoundation.org</b>				
14	The books are in care of <b>Rebecca C Young</b> Telephone no <b>(713) 580-1800</b> Located at <b>109 N Post Oak Ln Ste 220 Houston TX</b> ZIP+4 <b>77024</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> 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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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"/> Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	1b		No
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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
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 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 4945(d)(4)(A)? (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 <b>any</b> 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		No
	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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kay Davis	Grants Coordinator	55,133	5,953	
109 N Post Oak Lane 220 Houston,TX 77024	40 00			
Kelli King-Jackson	Program Officer	79,425	1,087	
109 N Post Oak Lane 220 Houston,TX 77024	40 00			
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".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
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	
2	
All other program-related investments. See instructions.	
3	
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	5,219,545
b	Average of monthly cash balances. . . . .	1b	690,480
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	5,910,025
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	5,910,025
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	88,650
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,821,375
6	Minimum investment return. Enter 5% of line 5. . . . .	6	291,069

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	291,069
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	2,376
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,376
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	288,693
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	10,000
5	Add lines 3 and 4. . . . .	5	298,693
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	298,693

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	3,446,605
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,446,605
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	2,376
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	3,444,229

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			
2		Undistributed income, if any, as of the end of 2014			
a		Enter amount for 2013 only.			
b		Total for prior years 20__, 20__, 20__			
3		Excess distributions carryover, if any, to 2014			
a		From 2009.			
b		From 2010.			
c		From 2011.			
d		From 2012.			
e		From 2013.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2014 from Part XII, line 4 \$ 3,446,605			
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.			
e		Remaining amount distributed out of corpus			
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			
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).			
9		Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2010.			
b		Excess from 2011.			
c		Excess from 2012.			
d		Excess from 2013.			
e		Excess from 2014.			

Part XIV

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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	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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

Gay A Roane

b

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

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

Amanda Cloud  
109 N Post Oak Lane Ste 220  
Houston, TX 77024  
(713) 268-8099  
acloud@thesimmonsfoundation.org

b

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

See the Foundation's website for application form and guidelines www.thesimmonsfoundation.org/applicants

c

Any submission deadlines

See the Foundation's website

d

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

See the Foundation's website

### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2014)

Enter gross amounts unless otherwise indicated

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

[illegible]

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash. . . . .		<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received				

[illegible]

**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

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.

<b>Sign Here</b>	*****	2015-08-14	*****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
	Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Jody Blazek	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00072674
	Firm's name <input checked="" type="checkbox"/> Blazek & Vetterling			Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/> 2900 Wesleyan Suite 200 Houston, TX 770275132			Phone no (713) 439-5739	

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
Linda K May	President/Dir 40 00	101,415	3,905	
109 N Post Oak Lane Ste 220 Houston, TX 77024				
Robert F Henricksen	VP / Director 1 00	0		
109 N Post Oak Lane Ste 220 Houston, TX 77024				
Amanda J Cloud	Secretary/Treas 40 00	101,436	5,788	
109 N Post Oak Lane Ste 220 Houston, TX 77024				
Gay A Roane	Director 4 00	0		
109 N Post Oak Lane Ste 220 Houston, TX 77024				
Betty K Mathis	Director 1 00	0		
109 N Post Oak Lane Ste 220 Houston, TX 77024				
Jim T Mills	Director 1 00	0		
109 N Post Oak Lane Ste 220 Houston, TX 77024				
John P Dure	Director 1 00	0		
109 N Post Oak Lane Ste 220 Houston, TX 77024				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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

2014

Name of the organization	Employer identification number
The Simmons Foundation	76-0398915

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other 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<sup>1</sup>/<sub>3</sub>% 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 for 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).



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	Gay A Roane 109 N Post Oak Lane Ste 220  Houston, TX77024	\$ 3,409,827	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )

<b>Name of organization</b> The Simmons Foundation	<b>Employer identification number</b> 76-0398915
---	---

Part II

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

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

<b>Name of organization</b> The Simmons Foundation	<b>Employer identification number</b> 76-0398915
---	---

<b>Part III</b>	<b>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.</b> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc., contributions of <b>\$1,000 or less</b> 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	
_____		_____	
_____		_____	
_____		_____	

**TY 2014 Accounting Fees Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax compliance	2,213	1,107	0	1,106

**TY 2014 Investments Corporate  
Bonds Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 14000265**Software Version:** 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Pimco Total Return Fund CL	682,979	669,366

**TY 2014 Investments Corporate  
Stock Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 14000265**Software Version:** 2014v5.0

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Corporate Stock - see attached	1,721,908	2,772,538
LKCM Fund	463,382	513,090
Ishares Trust MSCI	153,413	158,496
Harding Loevner Funds, Inc.	428,291	519,162

TY 2014 Investments - Other Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Overseas CAP Partners Inc.	FMV	619,222	619,222

**TY 2014 LiquidationExplanationStmt**

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 14000265

**Software Version:** 2014v5.0

**Statement:** The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions: The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose listed on the schedule. During this tax year, the Foundation paid grants in an amount representing more than 25% of the Foundation's net assets of \$5,898,423 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2014. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.



TY 2014 Legal Fees Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal fees	1,850	0	0	1,850

**TY 2014 Other Expenses Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Education expenses	630			630
Insurance	5,042			5,042
Membership fees	10,350			10,350
Office supplies & expense	1,844			1,844
Other expenses	188			188
Software Maintenance	3,500			3,500
Student awards	940			940
Telephone expense	4,534			4,534
Website	1,246			1,246

TY 2014 Other Income Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership Income	-5,310	-5,310	

TY 2014 Other Increases Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Amount
Returned grant	10,000

TY 2014 Other Professional Fees Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment advisory fees	24,142	24,142	0	0

**TY 2014 Taxes Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	4,149			
Foreign tax	159	159		

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

	<b>Book Value</b>	<b>FMV</b>
1.195 Abbott Laboratories	\$ 40,071	\$ 53,799
78 Affiliated Managers Group Inc	15,832	16,555
153 Alexion Pharmaceuticals	16,147	28,310
165 Alibaba Group Holding Ltd	14,872	17,150
250 Amgen Inc	27,728	39,823
500 Apache Corp	47,504	31,335
1.050 AT&T Inc	30,631	35,270
73 Baidu Inc	17,519	16,642
79 Biogen Idec Inc	22,560	26,817
30 Blackrock Inc	8,321	10,727
765 Celgene Corp	21,448	85,573
350 ChevronTexaco Corp	30,397	39,263
900 Coca Cola Co	29,178	37,998
500 Cognizant Technology Sol	21,931	26,330
330 Comcast Corp	16,781	19,143
600 Danaher Corp	24,186	51,426
1.605 Discovery Communications Inc -Series A Stock	64,190	55,292
205 Discovery Communications Inc -Series C Stock	5,515	6,913
185 Dollar General Corporation	9,400	13,080
250 Dollar Tree Inc	14,711	17,595
550 Dominion Resources Inc VA New	27,004	42,295
1.050 Dow Chemical Co	28,981	47,891
650 Eaton Corporation PLC	35,016	44,174
400 EOG Resources Inc	40,675	36,828
700 EI DuPont De Nemours & Co	37,619	51,758
9.423 Exxon Mobil Corp	321,230	871,156
250 Fedex Corp	19,151	43,415
1.550 General Electric Co	25,203	39,169
72 Google Inc Cl A	30,489	38,208
22 Google Inc Cl C-Non Voting	7,100	11,581
455 Invesco Ltd	15,888	17,982
210 Las Vegas Sands Corp	8,526	12,214
220 Mastercard Inc	14,362	18,955
700 Merck & Co Inc	28,421	39,753
700 Microsoft Corp	17,562	32,515
165 Monsanto Co	13,455	19,713
155 Monster Beverage Corp	9,730	16,794
122 NXP Semiconductors	9,099	9,321
800 Oracle Corp	23,387	35,976
135 Perrigo Company PLC	20,113	22,567
1.300 Pfizer Inc	21,748	40,495
450 Phillip Morris International Inc	40,004	36,653
1.300 PPL Corporation	37,494	47,229
109 Precision Castparts Corp	25,302	26,256
22 Priceline com Inc New	23,656	25,085
450 Qualcomm Inc	22,591	33,449

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

65	Regeneron Pharmaceuticals Inc	18.226	26.666
790	Safran SA	13.433	12.055
400	Schlumberger Ltd	29.674	34.164
900	Southern Co	30.539	44.199
900	Starbucks Corp	68.983	73.845
1,500	Tencent Holdings Limited	8.388	21.765
300	Thermo Fisher Scientific Inc	15.421	37.587
305	Time Warner Inc New	19.540	26.053
400	United Technologies	27.872	46.000
346	Visa Inc	53.433	90.721
600	Walt Disney Co	41.590	56.514
84	Wynn Resorts Ltd	12.082	12.496
Total Corporate Stock		<u>\$ 1,721.908</u>	<u>\$ 2,772.538</u>



**Pat XV, Line 3(a), Page 10**

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
H Y P E Freedom School, Inc P O Box 14971 Houston, TX 77221	Capacity Building	None	PC	(Capacity Building) Toward developing a strategic plan and creating a distinct brand to effectively sustain HYPE Freedom School	\$ 15,000
NAMI Gulf Coast PO Box 4096 Alvin, TX 77512	Capacity Building	None	PC	(Capacity Building) Toward technology that commits to increasing data gathering tools, marketing, and program assessment capacity	15,000
Partnership for the Advancement & Immersion of Refugees 8303 Southwest Freeway Suite 718 Houston, TX 77074	Capacity Building	None	PC	(Capacity Building) Toward strategic planning, continued CRM implementation, and professional development	15,000
St John's After School Program 815 S Broadway La Porte, TX 77571	Capacity Building	None	PC	(Capacity Building) Toward building individual and corporate donors	15,000
Alliance for Justice 11 Dupont Circle NW, Suite 200 Washington, DC 20036	Civic/Community	None	PC	(Program) Toward a braver, smarter, and more confident nonprofit community in Houston through educating groups about nonprofit law and best practices in advocacy	20,000
Asia Society Texas Center 1370 Southmore Blvd Houston, TX 77004	Civic/Community	None	PC	(Program) Toward Family Days and Creation Stations – providing accessible, family friendly education and immersion in Asian culture and creativity	10,000
Avenue Community Development Corporation 2505 Washington Avenue Houston, TX 77007	Civic/Community	None	PC	(Program) Toward strengthening resident leadership and engagement to nurture a diverse, vibrant, resilient and connected community	20,000

Part XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Children at Risk 2900 Wesleyan Suite 400 Houston, TX 77027	Civic/Community	None	PC	(Operating) Toward improving the quality of life for children through strategic research, public policy analysis, education, collaboration and advocacy	20,000
Fely Justicia Worker Center 1805 W Alabama St 2nd Floor Houston, TX 77098	Civic/Community	None	PC	(Program) Toward "Nuestro Barrio" developing and empowering neighborhood leaders to defend and promote dignity and respect on the job for working families living in poverty	10,000
Grantmakers in the Arts 4055 21st Avenue West, Suite 100 Seattle, WA 98199	Civic/Community	None	PC	(Program) Toward the 2014 Grantmakers in the Arts national conference to be held in Houston, October 12-15	5,000
Gulf Coast Leadership Council, Inc 4141 Southwest Freeway #650 Houston, TX 77027	Civic/Community	None	PC	(Operating) Toward engaging congregations and parents to improve neighborhood schools	20,000
Holocaust Museum Houston 5401 Caroline Street Houston, TX 77004	Civic/Community	None	PC	(Operating) Toward educating the public about the Holocaust and the dangers of apathy, disinterest and hatred	15,000
Immunization Partnership 3000 Richmond Ave Suite 200B Houston, TX 77098	Civic/Community	None	PC	(Operating) Toward the eradication of vaccine-preventable diseases by educating the community, advocating for evidence-based public policies, and supporting immunization best practices	15,000
Junior Statesmen Foundation 800 South Claremont Street, Suite 202 San Mateo, CA 94402	Civic/Community	None	PC	(Program) Toward bringing the Junior State of America's civic engagement and leadership program to young leaders in underserved communities in Houston	10,000

Part XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Local Initiatives Support Corporation 1111 North Loop West, Ste 740 Houston, TX 77008	Civic/Community	None	PC	(Operating) Toward transforming distressed communities into healthy, sustainable places where people are proud to live, work and raise their families	15,000
Mental Health America of Greater Houston 2211 Norfolk, Suite 810 Houston, TX 77098	Civic/Community	None	PC	(Operating) Toward the implementation of public policy and systems change for school behavioral health, veteran's behavioral health, state mental health services funding and integrated care	20,000
Multicultural Education & Counseling through the Arts 1900 Kane Street Houston, TX 77007	Civic/Community	None	PC	(Operating) Toward arts instruction that addresses social needs and celebrates diverse cultures, along with support services for children and families	20,000
NARAL Pro-Choice Texas Foundation PO Box 684602 Austin, TX 78768	Civic/Community	None	PC	(Program) Toward civic education and participation in the greater Houston area to increase awareness of reproductive rights issues	15,000
National Immigration Forum 50 F St NW Ste 300 Washington, D C 20001	Civic/Community	None	PC	(Program) Toward "The Bethlehem Project"-- offering citizenship, civics and ESL services at the workplace	20,000
National Urban Fellows 1120 Avenue of the Americas 4th Floor New York, NY 10018	Civic/Community	None	PC	(Operating) Toward developing accomplished professionals of all ethnic and racial backgrounds to be leaders and change agents to serve in the public and nonprofit sectors	20,000

**Part XV, Line 3(a), Page 10**

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Neighborhood Centers, Inc P O Box 271389 Houston, TX 77277-1389	Civic/Community	None	PC	(Program) Toward immigration and citizenship programs, including Deferred Action for Childhood Arrivals, providing information, service connection, legal services and application support to immigrants	25,000
Our Global Village PO Box 70443 Houston, TX 77009	Civic/Community	None	PC	(Operating) Toward microenterprise efforts to empower refugee women in Houston	15,000
Our Global Village PO Box 70443 Houston, TX 77009	Civic/Community	None	PC	(Operating) Toward empowering grassroots leaders including a micro-enterprise effort to empower refugee women artisans	5,000
Partnership for the Advancement & Immersion of Refugees 8303 Southwest Freeway Suite 718 Houston, TX 77074	Civic/Community	None	PC	(Operating) Toward empowering refugee youth by providing mentors and volunteers to help with academics, acculturation, and encouragement to pursue higher education and other opportunities	20,000
Rice University - Center for Philanthropy and Nonprofit Leadership P O Box 1892 Houston, TX 77251	Civic/Community	None	PC	(Operating) Toward educating and preparing nonprofit professionals to serve as Executive Directors, and improving the capacity and strength of nonprofit organizations	20,000
Rothko Chapel, The 1409 Sul Ross Houston, TX 77006	Civic/Community	None	PC	(Operating) Toward human rights programming that promotes social justice and elevates community discourse and education	1,000
SPARK PO Box 1562 Houston, TX 77251	Civic/Community	None	PC	(Operating) Toward the construction of community parks on school campuses	15,000

**Part XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Texas Care for Children 1106 Clayton Lane Suite 111W Austin, TX 78723	Civic/Community	None	PC	(Program) Toward support for a Foster Youth Empowerment Training in Houston	10,500
Texas Together Education Fund 4509 Edgemont Drive Austin, TX 78731	Civic/Community	None	PC	(Program) Toward the Empower Houston Leaders program for grassroots women's leadership development and engagement in underrepresented minority communities in Houston	20,000
Texas Appleseed 1609 Shoal Creek Blvd Suite 201 Austin, TX 78701	Civic/Community	None	PC	(Program) Toward reducing dropouts and juvenile justice involvement by dismantling the school-to-prison pipeline	20,000
Texas Freedom Network Education Fund P O Box 1624 Austin, TX 78767	Civic/Community	None	PC	(Operating) Toward expanding the Texas Rising initiative to involve youth in leadership development, civic engagement and community advocacy	15,000
Texas Partnership for Out of School Time P O Box 2687 Austin, TX 78705	Civic/Community	None	PC	(Operating) Toward advocating for high-quality and sustainable out of school time programs for all children	15,000
TOP Education Fund 2404 Caroline Houston, TX 77004	Civic/Community	None	PC	(Operating) Toward improving the lives of low-moderate income families in Harris County through community organizing and civic engagement	20,000
University of Houston Downtown Division of Advancement and Ext Relations One Main Street, Suite 990-S Houston, TX 77002-1001	Civic/Community	None	PC	(Program) Toward engaging campus and community stakeholders in dialogue about citizenship, civic engagement and community responsibility in order to nurture informed and engaged citizens	15,000

Part XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
University of Houston Foundation C T Bauer College of Business 4543 Post Oak Place #250 Houston, TX 77027	Civic/Community	None	PC	(Program) Toward educational materials for entrepreneurs from underserved groups enrolled in the Microfinance Program-Financial Literacy & Business Education course for the 2014-15 academic year	10,000
West Houston Leadership Institute, The 10370 Richmond Ave Ste 125 Houston, TX 77042	Civic/Community	None	PC	(Operating) Toward strengthening operational infrastructure to better support leadership development activities in West Houston	4,000
Young Invincibles 1411 K Street, NW, Fourth Floor Washington, DC 20005	Civic/Community	None	PC	(Operating) Toward leadership development to address the post-secondary education, health, and economic issues facing young Houstonians	15,000
Adult Reading Center Inc 2246 North Washington Ave Pearland, TX 77581-3473	Education	None	PC	(Operating) Toward providing adult learners with free literacy instruction in southeast Harris, Brazoria, Fort Bend and Galveston counties	20,000
American Association of University Women P O Box 821125 Houston, TX 77282-1125	Education	None	PC	(Program) Toward an effort that encourages middle school girls to enroll in STEM classes and consider careers in mathematics and science	5,000
Aurora Picture Show 2442 Bartlett Street Houston, TX 77098	Education	None	PC	(Program) Toward after school media arts education in at-risk neighborhood schools by providing hands-on experiences for artistic expression in the moving arts	7,500
AVANCE, Inc 4281 Dacoma Houston, TX 77092	Education	None	PC	(Program) Toward improving family parenting skills and providing early childhood education to improve school readiness	15,000

**Part XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Boys and Girls Clubs NW Colorado P O Box 776410 Steamboat Springs, CO 80477	Education	None	PC	(Operating) Toward healthy activities and educational support for youth	1,000
Breakthrough Houston 2401 Claremont Lane Houston, TX 77019	Education	None	PC	(Operating) Toward an academic enrichment program that increases college admission opportunities for motivated, underserved middle schoolers and that prepares talented youth for education careers	15,000
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	Education	None	PC	(Program) Toward providing refugee children with the support they need to gain ESL skills, excel in school, and acculturate to American society	20,000
Channelview ISD Education Foundation 828 Sheldon Road Channelview, TX 77530	Education	None	PC	(Program) Toward providing students from underserved and disadvantaged populations the opportunity to attain a post-secondary education, breaking the cycle of poverty and realizing a successful life	25,000
Children's Prison Arts Project PO Box 130584 Houston, TX 77219-0584	Education	None	PC	(Program) Toward "Art Behind Walls" and "Wondrous World" – year-round writing, visual, and theatre arts programs for male and female incarcerated youth	10,000
Chinquapin Preparatory School 2615 E Wallisville Road Highlands, TX 77562-3199	Education	None	PC	(Operating) Toward providing high quality college preparatory education to able and motivated youth from low-income families through a rigorous curriculum and an emphasis on community service	25,000

**Pat XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
City ArtWorks, Inc 1330-R Wirt Road Houston, TX 77055	Education	None	PC	(Program) Toward "Art After School" -- a curriculum-based art program conducted in low-income apartment complexes in partnership with Texas Inter-Faith	5,000
Clear Creek Education Foundation P O Box 1631 League City, TX 77573	Education	None	PC	(Program) Toward students who are attending the district's Clear Horizons Early College High School to obtain an associate degree upon completion of high school	20,000
College Forward P O Box 142308 Austin, TX 78714	Education	None	PC	(Program) Toward motivating underserved students in the Greater Houston area to enter and complete postsecondary education	10,000
Communities in Schools - Bay Area, Inc P O Box 580096 Houston, TX 77258	Education	None	PC	(Operating) Toward funding to continue serving at-risk youth and their families through in-school drop-out prevention programs on 13 campuses within Clear Creek and Dickinson ISDs	20,000
Communities in Schools - Houston 1235 North Loop West, Suite 300 Houston, TX 77008	Education	None	PC	(Operating) Toward funding to continue serving at-risk youth and their families through in-school drop-out prevention programs on campuses within Houston ISD	25,000
Cristo Rey Work Study Program, Inc 6700 Mount Carmel Street Houston, TX 77087	Education	None	SO II	(Operating) Toward "Cristo Rey Jesuit Work Study Program"-- providing students with valuable employment training and experience while enabling them to defray part of the cost of their education	27,000



Pat XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
DiscoverU P O Box 4059 Houston, TX 77210	Education	None	PC	(Program) Toward exposing low income and at-risk high school students to "Fantastic Learning Opportunities" that further their vision and foster an interest in pursuing their education	15,000
FuelEd Schools 3000 Richmond Ave., Suite 340 Houston, TX 77098	Education	None	PC	(Operating) Toward developing the emotional intelligence and emotional health of Houston educators	20,000
Galveston Independent School District Educational Foundation PO Box 660 Galveston, TX 77553	Education	None	PC	(Operating) Toward enriching the educational experience and preparing students for the future by providing financial support to educators, schools and students	20,000
Genesys Works 601 Jefferson, Suite 3760 Houston, TX 77002	Education	None	PC	(Operating) Toward providing economically-disadvantaged high school students the knowledge and work experience required to succeed as professionals	25,000
Girls Incorporated of Greater Houston 1111 North Loop West Suite 180 Houston, TX 77008	Education	None	PC	(Operating) Toward life-changing programs and experiences that help girls navigate gender, economic, and social barriers	20,000
H Y P E Freedom School, Inc P O Box 14971 Houston, TX 77221	Education	None	PC	(Program) Toward the Children's Defense Fund Freedom School's summer literacy and enrichment program for at-risk youth and families	20,000
Houston A+ Challenge 2700 Southwest Freeway, Suite B Houston, TX 77098	Education	None	PC	(Operating) Toward capacity building for middle-grades teachers and school leaders via on-the-ground coaching, cross-district networking, curriculum support and workshops	15,000

**Part XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Houston Achievement Place 245 West 17th Street Houston, TX 77008	Education	None	PC	(Program) Toward Project CLASS- Children Learning Appropriate Social Skills - teaching relationship and social skills to children up to age 10	15,000
Houston reVision 6856 Bellaire Boulevard Houston, TX 77074	Education	None	PC	(Program) Toward the expansion of current academic support programs to include mentoring at-risk students in SBISD	30,000
Kaleidoscope Youth Development Services, Inc c/o The Rhodes School 12822 Robert E Lee Road Houston, TX 77044	Education	None	PC	(Program) Toward after-school enrichment and family literacy programs to improve at-risk students' academic performance, attendance, and behavior	20,000
Kick Drugs Out of America (dba Kickstart Kids) 10260 Westheimer, Suite 340 Houston, TX 77042	Education	None	PC	(Operating) Toward teaching character development and life skills curriculum through the methodology and training of the martial arts	10,000
Main Street Theater 2540 Times Blvd Houston, TX 77005	Education	None	PC	(Operating) Toward "Education & Outreach" -- providing literacy, theater education and arts integration for area schools and other organizations	20,000
Main Street Theater 2540 Times Blvd Houston, TX 77005	Education	None	PC	(Operating) Toward providing literacy, theater education and arts integration for area schools and other organizations	2,500
Making it Better 3300 South Gessner Suite 251 Houston, TX 77063	Education	None	PC	(Operating) Toward after school academic enrichment and leadership building programs for at risk children in K - 7th grades in HISD	20,000

**Part XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Mercury 2311 Canal Street, Suite 202 Houston, TX 77003	Education	None	PC	(Program) Toward early childhood orchestra, singing and in-school performances for at-risk students, including a collaborative effort with YES Prep's high school orchestra	15,000
Midtown Arts and Theater Center Houston Ina Independent Arts Collaborative 3333 West Alabama, Suite 110 Houston, TX 77098	Education	None	PC	(Capital) Towards an art complex for small and mid-sized arts groups to use for workshops, rehearsals and performances, exhibitions and office space	40,000
Musiq, Inc 1119 Waugh, #1 Houston, TX 77019	Education	None	PC	(Program) Toward music education enrichment for low-income students	15,000
OneGoal 14400 Memorial Drive, Suite 240 Houston, TX 77079	Education	None	PC	(Operating) Toward identifying, training and supporting Houston's most effective teachers to lead underperforming high school students to reach their full potential and graduate from college	15,000
Perry-Mansfield Performing Arts School & Camp 40755 County Road 36 Steamboat Springs, CO 80487	Education	None	PC	(Operating) Toward scholarships and programs for youth interested in the performing and creative arts	6,000
Project Grad Houston 3000 Richmond Avenue Suite 400 Houston, TX 77098	Education	None	PC	(Operating) Toward ensuring quality public education in economically disadvantaged communities so high school and college graduation rates increase	20,000
Pro-Vision, Inc 4590 Wilmington Street Houston, TX 77051	Education	None	PC	(Operating) Toward support for a Texas charter school that targets high-risk students in SE Houston, originally geared to boys and admitting girls in the 2013-14 academic year	20,000

**Pat XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Reach Out and Read, Inc 7000 Fannin Suite 1920 Houston, TX 77030	Education	None	PC	(Program) Toward supporting parents and improving literacy outcomes for children in Harris County	12,500
Recipe for Success Foundation P O Box 56405 Houston, TX 77256	Education	None	PC	(Operating) Toward Seed-to-Plate Nutrition Education - an effort to reduce childhood obesity and improve food choices and healthy eating for at risk youth	15,000
San Jacinto Community College Foundation 4624 Fairmont Parkway, Suite 212 Pasadena, TX 77504	Education	None	PC	(Program) Toward helping underserved, low-income students access, persist, and complete a community college degree or certification by providing scholarship assistance	20,000
Small Steps Nurturing Center 2902 Jensen Drive Houston, TX 77026	Education	None	PC	(Operating) Toward providing an exemplary early childhood program for economically at-risk children, ages two through six	15,000
Theatre Under the Stars 800 Bagby, Suite 200 Houston, TX 77002	Education	None	PC	(Program) Toward providing out of school and enrichment programming through the TUTS/YMCA Partnership	10,000
University of Houston - Center for Mexican American Studies 323 Agnes Arnold Hall Houston, TX 77204	Education	None	PC	(Program) Toward increasing the number of students graduating from high school and enrolling in an institution of higher education	20,000
University of Houston Graduate College of Social Work 237 Social Work Building Houston, TX 77204-4013	Education	None	PC	(Program) Toward scholarships for Spanish-speaking students in the University of Houston Graduate College of Social Work	27,000

Part XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
University of Houston Graduate College of Social Work 237 Social Work Building Houston, TX 77204-4013	Education	None	PC	(Program) Toward Dean Colby's Special Scholarship Fund	6,000
Urban Harvest 2311 Canal Street Suite 200 Houston, TX 77003	Education	None	PC	(Program) Toward a youth gardening education program that provides students with a hands-on approach that applies and reinforces subjects like math, science and nutrition in an outdoor classroom	10,000
Women on the Way Up 3325 Westheimer Houston, TX 77098	Education	None	PC	(Operating) Toward mentoring and college scholarships for at-risk, minority high school senior girls to expand their horizons and enrich their lives	2,000
Workshop Houston PO Box 88365 Houston, TX 77288	Education	None	PC	(Operating) Toward youth programs that provide healthy and constructive activities after school and on weekends	25,000
Yampatika 925 Weiss Drive Steamboat Springs, CO 80487	Education	None	PC	(Program) Toward the Environmental Literacy Program – geared to elementary school students with hands-on learning through experiential educational opportunities	15,000
Yampatika 925 Weiss Drive Steamboat Springs, CO 80487	Education	None	PC	(Operating) Toward environmental literacy programs for children and youth	500
YES College Preparatory Schools 6201 Bonhomme Road, Suite 168-N Houston, TX 77036	Education	None	PC	(Operating) Toward providing a comprehensive educational program, 6-12th grade, that prepares inner-city minority students for matriculation and success in a four-year college or university	25,000

**Pat XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Young Audiences 4550 Post Oak Place, Suite 230 Houston, TX 77027	Education	None	PC	(Program) Toward IDEA (Identify, Define, Explore and Assess) – integrates and aligns arts programming into the school curriculum	10,000
Ambassadors for Christ Youth Ministries, Inc 7324 Southwest Freeway, Suite 635 Houston, TX 77074	Health	None	PC	(Operating) Toward providing mentors and self-esteem and life skills classes to at-risk youth	5,000
Baylor College of Medicine Patient Discharge Initiative 6100 Main Street MS-70 Houston, TX 77005	Health	None	PC	(Operating) Toward advocating for and empowering patients to lead healthier lives	1,500
Bel Inizio 7710 Del Rey Houston, TX 77071	Health	None	PC	(Operating) Toward helping disadvantaged women develop self-confidence and life skills through fitness and nutrition	7,500
Bering Omega Community Services PO Box 540517 Houston, TX 77254-0517	Health	None	PC	(Operating) Toward the continuum of care for low-income and indigent individuals affected by HIV/AIDS	25,000
Caring for Children Foundation of Texas, Inc 1001 E Lookout Dr Tower B - 03 215C Richardson, TX 75082	Health	None	PC	(Program) Toward providing access to immunizations and health services to uninsured and medically underserved children	20,000
Children's Defense Fund 5410 Bellaire, Suite 203 Bellaire, TX 77401	Health	None	PC	(Operating) Toward assisting CDF-Texas in ensuring every child a healthy start, a head start, a fair start, a safe start and a moral start in life	20,000

Pat XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Cy-Hope 17401 Village Green Drive Houston, TX 77040	Health	None	PC	(Program) Toward meeting mental health needs in the Cy-Fair area through prevention workshops, assessments and a wide variety of therapeutic settings, with a focus on low-income children and families	15,000
DePelchin Children's Center 4950 Memorial Drive Houston, TX 77007	Health	None	PC	(Program) Toward comprehensive, multidisciplinary, evidence-based and trauma-informed mental health services for children and adolescents of all socioeconomic levels	20,000
El Centro de Corazon P O Box 230209 Houston, TX 77223	Health	None	PC	(Operating) Toward providing integrated health care services to medically underserved women and children residing in Houston's impoverished East End	20,000
Epiphany Community Health Outreach Services 9600 South Gessner Building E Houston, TX 77071	Health	None	PC	(Operating) Toward assisting people in need with access to free or low cost health and social services that are available in the community	15,000
Good Neighbor Healthcare Center 190 Heights Blvd Houston, TX 77007	Health	None	PC	(Operating) Toward promoting the well-being of the community by providing affordable, quality preventative health care	20,000
Grief Resource Center 25775 Oak Ridge Dr . Suite 150 The Woodlands, TX 77380	Health	None	PC	(Operating) Toward promoting wellness by helping individuals and families move past grief without falling prey to substance abuse, mental illness, suicide, family disintegration, or isolation	10,000

**Pat XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Harris County Hospital District Foundation 2525 Holly Hall, Suite 292 Houston, TX 77054	Health	None	PC	(Program) Toward the Pathways to Medical Home project for homeless patients being discharged from the emergency room	25,000
Hope and Healing Center, The 717 Sage Road Houston, Texas 77056	Health	None	PC	(Program) Toward training program for clergy and community service organizations providing the knowledge and tools needed to help better serve individuals and families in the area of mental health	5,000
Houston Galveston Institute 3316 Mount Vernon Houston, TX 77006	Health	None	PC	(Operating) Toward providing innovative and collaborative mental health therapy, training and research	20,000
Jewish Family Service 4131 South Braeswood Houston, TX 77025	Health	None	PC	(Program) Toward the "Psychiatric Program"-- providing counseling and medication management for individuals in need of mental health services	15,000
Krist Samaritan Center For Counseling And Education 17555 El Camino Real Houston, TX 77058	Health	None	PC	(Operating) Toward providing counseling services to the community at reduced or no-cost	20,000
Lesbian Health Initiative Of Houston Texas 401 Branard St 1st Floor Houston, TX 77006	Health	None	PC	(Operating) Toward eliminating barriers to health care for LGBT identified women and transgender men by providing access, education and advocacy	10,000
Lilith Fund P O Box 684949 Austin, TX 78768	Health	None	PC	(Program) Toward increased access to abortion services for women in South and Central Texas	10,000



**Pat XV, Line 3(a), Page 10**

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Lone Star Association of Charitable Clinics P O Box 684127 Austin, TX 78768	Health	None	PC	(Program) Toward programming that supports and enhances the quality, efficiency and accountability of Texas Charitable Clinics	10,000
Memorial Hermann Foundation 929 Gessner Suite 2650 Houston, TX 77024	Health	None	SO I	(Program) Toward the delivery of free medical, mental health, nutritional and dental care services to medically underserved, at-risk children	20,000
NAMI Gulf Coast PO Box 4096 Alvin, TX 77512	Health	None	PC	(Operating) Toward support, education and referral programs for families and individuals affected by mental illness	15,000
Northwest Colorado Visiting Nurse Health Association 940 Central Park Dr., Ste 101 Steamboat Springs, CO 80487	Health	None	PC	(Operating) Toward providing comprehensive, region-wide community health services in NW Colorado	20,000
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Health	None	PC	(Operating) Toward helping individuals manage their sexual and reproductive health by providing health services, education and advocacy	25,000
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Health	None	PC	(Program) Toward increasing accessibility, training and use of the female condom to prevent HIV, STIs and unintended pregnancies	10,000
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Health	None	PC	(Operating) Toward ensuring the right and ability of all individuals to manage their sexual and reproductive health by providing health services, education and advocacy	2,000

**Pat XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Prevent Blindness Texas - Houston Chapter 2202 Waugh Dr Houston, TX 77006	Health	None	PC	(Program) Toward providing vision screenings, access to free eye care and educational information on eye health and safety to uninsured and underinsured adults	15,000
Schweitzer Fellows Program, Houston/Galveston 3701 Kirby Drive, Suite 600 Houston, TX 77098	Health	None	PC	(Operating) Toward Fellow's service projects working to improve the health of vulnerable populations in underserved populations throughout the Houston-Galveston Region	23,000
Spring Branch Community Health Center 1615 Hillendahl Blvd., Suite 100 Houston, TX 8-77055	Health	None	PC	(Capital/Operating) Toward expansion of a community health center to provide comprehensive healthcare to the uninsured and underinsured in far West Houston	37,500
St Hope Foundation Inc 6200 Savoy, Suite 540 Houston, TX 77036	Health	None	PC	(Operating) Toward making outpatient healthcare available to low-income, uninsured persons	20,000
Texas Campaign to Prevent Teen Pregnancy 1706 Intervail Drive Austin, TX 78746	Health	None	PC	(Operating) Toward the prevention of teen and unplanned pregnancies through education, technical assistance, advocacy and research	2,000
Texas Health Institute 8501 North MoPac Expressway Suite 300 Austin, TX 78759	Health	None	PC	(Program) Toward a Benefit Bank that enables low- and moderate-income families to access federal benefit programs to which they may be entitled	10,000

Part XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Texas One Voice A Collaborative for Health and Human Services 5120 Woodway #6000 Houston, TX 77056	Health	None	PC	(Operating) Toward public policy initiatives to ensure that health and human services needs are addressed through education/awareness, program development, advocacy, regulation, and funding	25,000
Texas One Voice A Collaborative for Health and Human Services 5120 Woodway #6000 Houston, TX 77056	Health	None	PC	(Operating) Toward "Women's Health Initiative"-- to advocate on behalf of access to women's health	5,000
Texas One Voice A Collaborative for Health and Human Services 5120 Woodway #6000 Houston, TX 77056	Health	None	PC	(Operating) Toward "Women's Health Initiative"-- to advocate on behalf of access to women's health	2,500
Vecino Health Centers 424 Hahlo Houston, TX 77020	Health	None	PC	(Capital/Operating) Toward expansion of two clinic sites allowing for greater capacity to continue serving low-income, uninsured or underinsured families	37,500
Wesley Community Center 1300 S 10th Street Phoenix, AZ 85034	Health	None	PC	(Operating) Toward support for Wesley Health Center's prevention-focused primary care integrated self-managed system	25,000
Women's Fund for Health Education & Research, The 5353 West Alabama Suite 615 Houston, TX 77056	Health	None	PC	(Operating) Toward educating women and girls so that they can take control of and manage their health through community and in-school education programs	15,000
Alliance Of Community Assistance Ministries Inc 770 S Post Oak Lane, Suite 525 Houston, TX 77056	Human Services	None	PC	(Operating) Toward advancing high-impact collaboration, service excellence and organizational development among community assistance ministries	25,000

Pat XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Alliance Of Community Assistance Ministries Inc 770 S Post Oak Lane, Suite 525 Houston, TX 77056	Human Services	None	PC	(Program) Toward helping to provide social purpose ministries with a professional forum to strengthen their capacity to fulfill their mission	75.000
Association for the Advancement of Mexican Americans 6001 Gulf Freeway Houston, TX 77023	Human Services	None	PC	(Operating) Toward Immigrant Integration through ESL and citizenship classes at community centers	25.000
Boat People SOS 11360 Bellaire Blvd, Suite 910 Houston, TX 77072	Human Services	None	PC	(Program) Toward a holistic approach to provide information, access to case management and legal services for Asian victims of domestic violence in a culturally and linguistically appropriate manner	30.000
Bridge Over Troubled Waters, Inc., The P O Box 3488 Pasadena, TX 77501-3488	Human Services	None	PC	(Operating) Toward offering support, providing safety and preventing domestic and sexual violence	20.000
Casa de Esperanza de los Ninos, Inc P O Box 66581 Houston, TX 77266-6581	Human Services	None	PC	(Program) Toward providing a safe home and comprehensive care for young children in crisis due to abuse, neglect or the effects of HIV	15.000
CASA of Galveston County 2000 Texas Ave Suite 641 Texas City, TX 77590	Human Services	None	PC	(Operating) Toward providing trained volunteers who serve as court-appointed advocates for abused and neglected children as they journey through the foster care and court systems	10.000

Part XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Cathedral Health & Outreach Ministries 1117 Texas Avenue Houston, TX 77002	Human Services	None	PC	(Operating) Toward basic needs, including food, laundry, showers, healthcare, housing, case management and legal services for the homeless, poor and underserved	25,000
Child Advocates of Fort Bend 5403 Avenue N Rosenberg, TX 77471	Human Services	None	PC	(Operating) Toward providing a voice, healing the hurt and breaking the cycle of abuse and neglect for children in Fort Bend County	25,000
Child Advocates Of Montgomery County Inc 412 West Phillips, Suite 107 Conroe, TX 77301	Human Services	None	PC	(Operating) Towards recruiting and training a court-appointed advocate to serve as Guardian Ad Litem for every child who needs one and break the cycle of abuse in the community, one child at a time	20,000
ChildBuilders 2425 Fountain View, Suite 210 Houston, TX 77057	Human Services	None	PC	(Operating) Towards teaching children, parents & school personnel to avoid victimization, form healthy relationships, & become empathetic individuals today & in the future	15,000
Chinese Community Center 9800 Town Park Drive Houston, TX 77036	Human Services	None	PC	(Program) Toward equipping adults with the job and language skills needed to become successful in a competitive workforce and achieve financial stability	20,000
Coalition for the Homeless of Houston/Harris County, Inc 600 Jefferson Street, Suite 2050 Houston, TX 77002	Human Services	None	PC	(Operating) Toward support for our mission to lead, advocate, facilitate, collaborate toward the goal of preventing and ending homelessness	25,000

**Part XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Day a, Inc P O Box 571774 Houston, TX 77257	Human Services	None	PC	(Program) Toward raising awareness about domestic violence and sexual assault within the South Asian community	25,000
Galveston County Food Bank dba Gleanings From The Harvest For Galveston 624 4th Avenue N Texas City, TX 77590	Human Services	None	PC	(Operating) Toward the costs to warehouse and distribute nutritional foods, personal hygiene items, and cleaning supplies to the economically disadvantaged, under served residents of Galveston County	20,000
Houston Area Women's Center 1010 Waugh Drive Houston, TX 77019	Human Services	None	PC	(Operating) Toward a community free from the effects of domestic and sexual violence	20,000
Houston Police Foundation 1200 Travis, 16th Floor Houston, TX 77002	Human Services	None	PC	(Program) Toward supporting the work of the Homeless Outreach Team	10,000
Houston Volunteer Lawyers Program, Inc 1111 Bagby Suite FLB 300 Houston, TX 77002	Human Services	None	PC	(Operating) Toward civil legal services for low-income Houstonians, including those whom traditional legal aid programs do not serve	25,000
Human Rights First 75 Broad Street 31 Floor New York, NY 10004	Human Services	None	PC	(Program) Toward increasing legal representation for asylum seekers in the Houston area	25,000
Integrated Community PO Box 880587 Steamboat Springs, CO 80488	Human Services	None	PC	(Operating) Toward providing information, referrals and interpretation services for low income, under-served, limited English-speaking and immigrant families, youth and community members in NW Colorado	15,000

**Pat XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Integrated Community PO Box 880587 Steamboat Springs, CO 80488	Human Services	None	PC	(Operating) Toward providing information, referrals and interpretation services for immigrants living in Colorado's Routt and Moffatt counties	1,000
Interfaith Ministries For Greater Houston 3217 Montrose Boulevard Houston, TX 77006	Human Services	None	PC	(Capital) Toward all the work that Interfaith Ministries for Greater Houston does in the community	30,000
Literacy Advance of Houston, Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Human Services	None	PC	(Operating) Toward transforming lives and communities through literacy and workforce development services to adults	20,000
Literacy Council of Fort Bend County 12530 Emily Court Sugar Land, TX 77478	Human Services	None	PC	(Operating) Toward basic literacy, GED, ESL, Citizenship Prep, Basic Computer Skills and GED Transition to Post-Secondary Education classes	20,000
Local Infant Formula for Emergencies 2002 South Wayside Drive Suite 113 Houston, TX 77023	Human Services	None	PC	(Operating) Toward providing emergency formula and food to hungry babies and information about proper infant nutrition and community resources to caregivers	20,000
Lutheran Social Services of the South, Inc 8305 Cross Park Drive Austin, TX 78754	Human Services	None	PC	(Operating) Toward ending the multi-generational cycle of child abuse through help, healing, and hope	20,000
Montgomery County Food Bank 111 South Second Street Conroe, TX 77301	Human Services	None	PC	(Capital) Toward expansion of the facilities used by the Montgomery County Food Bank to meet the need of the food insecure	25,000

**Pat XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Montgomery County Women's Center 1600 Lake Front Circle, Suite 100 The Woodlands, TX 77380	Human Services	None	PC	(Operating) Toward helping survivors of domestic violence and sexual assault and their children become independent and self-sufficient by providing shelter, counseling and advocacy	25,000
New Hope Housing, Inc 1117 Texas Avenue Houston, TX 77002	Human Services	None	PC	(Operating) Toward providing life-stabilizing, affordable, permanent housing with support services for people who have limited incomes or financial resources	20,000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090-3651	Human Services	None	PC	(Operating) Toward providing basic social services to those in need in northwest Harris County	30,000
Parents Alliance, Inc P O Box 941117 Houston, TX 77094	Human Services	None	PC	(Operating) Toward empowering low-income Hispanic parents to become changemakers and full partners in their children's education	20,000
Prison Entrepreneurship Program P O Box 926274 Houston, TX 77292	Human Services	None	PC	(Operating) Toward connecting incarcerated men with executives, MBA students and interested community people through education, mentoring and other services to help them make a successful transition	25,000
Resource and Crisis Center of Galveston County P O Box 1545 Galveston, TX 77553	Human Services	None	PC	(Operating) Toward the safety, well-being and best interest of victims of family violence, sexual assault and child abuse, and to advocate for the prevention of such crimes	20,000



Pat XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Santa Maria Hostel Inc 2605 Parker Rd Houston, TX 77093	Human Services	None	PC	(Program) Toward providing transitional housing and supportive services for single women and women with children to provide stable housing, improve access to services, and prevent homelessness	20,000
SEARCH 2505 Fannin Houston, TX 77002	Human Services	None	PC	(Operating) Toward providing hope, creating opportunity, and transforming lives	30,000
Tahirih Justice Center 1717 St. James Place Suite 320 Houston, TX 77056	Human Services	None	PC	(Operating) Toward protecting immigrant women and girls from gender-based violence, advocating for their legal rights, providing social services and education, and empowering them to achieve equality	25,000
Target Hunger 2814 Quitman Houston, TX 77026	Human Services	None	PC	(Operating) Toward providing food insecure individuals at or below the poverty level with nutritious food and self-sufficiency programs	20,000
Target Hunger 2814 Quitman Houston, TX 77026	Human Services	None	PC	(Operating) Toward providing food insecure individuals at or below the poverty level with nutritious food and self-sufficiency programs	5,000
Tejano Center for Community Concerns, Inc 2950 Broadway Houston, TX 77017	Human Services	None	PC	(Program) Towards El Hogar de Ninos, a 32-bed Homeless Shelter and long-term facility, serves abused, runaway, throwaway, and homeless children, ages 2-17	10,000
Westside Homeless Partnership 9610 Long Point Road, Ste 110 Houston, TX 77055	Human Services	None	PC	(Operating) Toward providing resources and supporting services that help homeless families achieve self-sufficiency	15,000

**Part XV, Line 3(a), Page 10**

<b>Recipient Name and Address</b>	<b>Program Area</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Program Description</b>	<b>Amount</b>
Woman's Heart, The dba Grace After Fire P O Box 185804 Fort Worth, TX 76181	Human Services	None	PC	(Operating) Toward providing the means for women Veterans to gain knowledge, insight and self-renewal by helping them help themselves	15,000
Women's Home, The 607 Westheimer Houston, TX 77006-3915	Human Services	None	PC	(Operating) Toward helping women in crisis regain their self-esteem and dignity, and empowering them to become productive and self-sufficient	25,000
Women's Resource of Greater Houston, The 730 N Post Oak Road, Suite 204 Houston, TX 77024	Human Services	None	PC	(Operating) Toward financial education and research so that women and girls have the knowledge they need to make sound financial decisions and improve their lives	15,000
YMCA - International Services 6300 Westpark Drive, Suite 600 Houston, TX 77057	Human Services	None	PC	(Program) Toward trauma-informed, victim-centered and culturally appropriate case management for victims of human trafficking to stabilize and move them towards independence and self-sufficiency	30,000
DBSA Greater Houston 3800 Buffalo Speedway #350 Houston, TX 77098	Women and Girls	None	PC	(Program) Toward marketing of free and confidential support groups for females - including those who served in the military living with, or affected by, depression and bipolar disorders	12,500
Santa Maria Hostel Inc 2605 Parker Rd Houston, TX 77093	Women and Girls	None	PC	(Program) Toward support for direct client assistance for homeless female Veterans through Santa Maria Hostel's VIEWS's program	12,500
SER - Jobs for Progress 201 Broadway Street Houston, TX 77012	Women and Girls	None	PC	(Program) Toward strengthening the infrastructure of employment services, career coaching, and support services for female veterans	12,500

Pat XV, Line 3(a), Page 10

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
					\$ 3,004,500