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

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2014

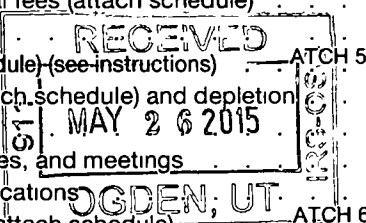
Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation THE VIRGINIA AND L.E. SIMMONS FOUNDATION		A Employer identification number 76-0453177
Number and street (or P O box number if mail is not delivered to street address) 6600 J.P. MORGAN CHASE TOWER	Room/suite	B Telephone number (see instructions) (713)227-7888
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002-3007		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,444,849	J 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.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

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)	196,658			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	195	195		ATCH 1
	4 Dividends and interest from securities	97,122	97,122		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	117,407			
	b Gross sales price for all assets on line 6a 162,938				
	7 Capital gain net income (from Part IV, line 2)		117,407		
	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) ATCH 3	(1,820)	(1,820)			
12 Total. Add lines 1 through 11	409,564	212,905			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	565	283		283
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	1,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	150	150		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,715	433		
	25 Contributions, gifts, grants paid	1,517,150			1,517,150
26 Total expenses and disbursements. Add lines 24 and 25	1,518,865	433		1,517,433	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(1,109,301)				
b Net investment income (if negative, enter -0-)		212,473			
c Adjusted net income (if negative, enter -0-)					

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23

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		1,332,438	36,151	36,151
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ ATCH 7				
	Less: allowance for doubtful accounts ▶		21,821	21,821	21,821
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule) ATCH 8		690,896	690,610	11,189,769
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment: basis ▶				
Liabilities	Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule) ATCH 9			32,495	34,170
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
	15 Other assets (describe ▶ ATCH 10)			162,938	162,938
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		2,045,155	944,015	11,444,849
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ ATCH 11)			125,450	
	23 Total liabilities (add lines 17 through 22)			125,450	
	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted—				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		2,045,155	818,565	
	30 Total net assets or fund balances (see instructions)		2,045,155	818,565	
	31 Total liabilities and net assets/fund balances (see instructions)		2,045,155	944,015	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,045,155
2 Enter amount from Part I, line 27a	2	(1,109,301)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	935,854
5 Decreases not included in line 2 (itemize) ▶ ATCH 12	5	117,289
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	818,565

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	117,407	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,246,074	13,582,355	0.091742
2012	1,276,130	7,953,793	0.160443
2011	1,109,524	9,560,615	0.116052
2010	1,026,610	6,694,669	0.153347
2009	419,753	4,644,811	0.090370
2 Total of line 1, column (d)		2	0.611954
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	0.122391
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	14,284,803
5 Multiply line 4 by line 3		5	1,748,329
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2125
7 Add lines 5 and 6		7	1,750,454
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	1,517,433

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		4,249
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		4,249
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		4,249
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a		4,296
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		4,296
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		47
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax 47 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ N/A				
14	The books are in care of ▶ ANTHONY DELUCA Telephone no. ▶ (713)227-7888			
Located at ▶ 6600 J.P. MORGAN CHASE TOWER HOUSTON, TX ZIP+4 ▶ 77002-3007				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶				✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	✓
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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	✓
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 ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	✓

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

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 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 any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		0	0	0

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

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

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		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	NOT APPLICABLE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,266,842
b	Average of monthly cash balances	1b	235,496
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,502,338
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,502,338
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	217,535
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,284,803
6	Minimum investment return. Enter 5% of line 5	6	714,240

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	714,240
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,249
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,249
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	709,991
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	709,991
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	709,991

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,517,433
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,517,433
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,517,433

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				709,991
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	183,191			
b From 2010	708,987			
c From 2011	659,447			
d From 2012	880,000			
e From 2013	593,844			
f Total of lines 3a through e	3,025,469			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,517,433				
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				709,991
e Remaining amount distributed out of corpus	807,442			
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	3,832,911			
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)	183,191			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,649,720			
10 Analysis of line 9:				
a Excess from 2010	708,987			
b Excess from 2011	659,447			
c Excess from 2012	880,000			
d Excess from 2013	593,844			
e Excess from 2014	807,442			

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 foundation is a private operating foundation described in section ☐ 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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

L.E. SIMMONS & VIRGINIA W. SIMMONS

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

N/A

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 14			SEE ATTACHMENT 14	1,517,150
Total			3a	1,517,150
b Approved for future payment SEE ATTACHMENT 15			SEE ATTACHMENT 15	50,000
Total			3b	50,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	195	
4	Dividends and interest from securities			14	97,122	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	(1,820)	
8	Gain or (loss) from sales of assets other than inventory			18	117,407	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				212,905	
13	Total. Add line 12, columns (b), (d), and (e)				212,905	212,905

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1	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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1)	Cash			
(2)	Other assets			
b	Other transactions:			
(1)	Sales of assets to a noncharitable exempt organization			
(2)	Purchases of assets from a noncharitable exempt organization			
(3)	Rental of facilities, equipment, or other assets			
(4)	Reimbursement arrangements			
(5)	Loans or loan guarantees			
(6)	Performance of services or membership or fundraising solicitations			
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees			
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

- b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here ▶ Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

SECRETARY/TREASURER
 Title

Date **5/13/15**

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

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
----------------------------	----------------------	------	---	------

Firm's name ▶	Firm's EIN ▶
Firm's address ▶	Phone no

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

OMB No 1545-0047

2014

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

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

THE VIRGINIA AND L.E. SIMMONS FOUNDATION

Employer identification number

76-0453177

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

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	L.E. & VIRGINIA W. SIMMONS 6600 J.P. MORGAN CHASE TOWER HOUSTON, TX 77002	\$ 163,523	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	ESTATE OF ELIZABETH E. SIMMONS 475 E. OAK FOREST ROAD SALT LAKE CITY, UT 84103	\$ 33,135	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHMENT 16 ----- ----- -----	\$ 163,523	12/30/2014
2	SEE ATTACHMENT 16 ----- ----- -----	\$ 33,135	1/1/2014
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----

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

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

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

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

Schedule K-1
(Form 1120S)

2014

SCHEDULE

TAX-EXEMPT INTEREST INCOME, BOX 16, CODE A

DESCRIPTION	AMOUNT	SHAREHOLDER FILING INSTRUCTIONS
UTAH MUNICIPAL BOND INTEREST	43.	SEE SHAREHOLDERS INSTRUCTIONS
TOTAL	43.	

SCHEDULE

OTHER TAX-EXEMPT INCOME, BOX 16, CODE B

DESCRIPTION	AMOUNT	SHAREHOLDER FILING INSTRUCTIONS
INCREASE IN CASH SURRENDER VALUE	160.	
TOTAL	160.	

SCHEDULE

NONDEDUCTIBLE EXPENSES, BOX 16, CODE C

DESCRIPTION	AMOUNT	SHAREHOLDER FILING INSTRUCTIONS
COMPOSITE TAXES	4.	
EXCLUDED MEALS AND ENTERTAINMENT EXPENSES	5.	SEE SHAREHOLDERS INSTRUCTIONS
TOTAL	9.	

SCHEDULE

DISTRIBUTIONS
BOX 16, CODE D

DESCRIPTION	DATE	AMOUNT	FILING INSTRUCTIONS
DISTRIBUTION		724.	
TOTAL		724.	

PARTNER# 19
Schedule K-1

2014

87-0505305

FYE: 12/31/2014

Federal Statements
Virginia & LE Simmons Foundation
76-0453177

Schedule 911 - Other Income (Loss)

<u>Code</u>	<u>Description</u>	<u>Amount</u>
F	STERNE AGNEE	\$ 33

PARTNER# 19

Analysis

t

2014

Partnership Name

MACK PARTNERS, LTD.

Employer Identification Number

87-0505305

Partner's Name

VIRGINIA & LE SIMMONS FOUNDATION

Taxpayer Identification Number

76-0453177

Items Included in Current Year Increase (Decrease):

ORDINARY DIVIDENDS	624
NET SHORT-TERM CAPITAL GAIN/LOSS	-5,749
NET LONG-TERM CAPITAL GAIN/LOSS	6,382
OTHER INCOME/LOSS:	
STERNE AGNEE	33

SUBTOTAL	1,290
----------	-------

SUBTRACTIONS:

DEDUCTIONS RELATED TO PORTFOLIO INCOME:

PORTFOLIO DEDUCTIONS (2% FLOOR)	1,059
INTEREST EXPENSE ON INVESTMENT DEBTS	871

SUBTOTAL	1,930
----------	-------

CURRENT YEAR INCREASE (DECREASE)	-640
	=====

ATTACHMENT 1

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

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch	195	195
Total	195	195

ATTACHMENT 2

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

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch	96,480	96,480
FNB Corp	18	18
Mack Partners	624	624
Total	97,122	97,122

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

Description	Revenue and Expenses Per Books	Net Investment Income
Income from S Corporation & Partnerships*	(1,820)	(1,820)
Total	(1,820)	(1,820)

***Income Details**

	FNB Corp	Mack Partners
Ordinary business income	15	
Net rental real estate income	66	
Other Income/Loss		33
Deductions related to portfolio income		(1,059)
Interest expense on investment debts		(871)
Charitable contribution	(4)	
Net Income	77	(1,897)
Total		(1,820)

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

Description	Revenue and Expenses Per Books	Net Investment Income	Adjusted Net Income	Charitable Purposes
Accounting Fees	565	283		283
Total	565	283	-	283

ATTACHMENT 5

FORM 990PF, PART I - TAXES

Description	Revenue and Expenses Per Books
Excise Taxes	1,000
Total	1,000

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch Investment Fees	150	150
Total	150	150

ATTACHMENT 7

FORM 990PF, PART II - OTHER NOTES RECEIVABLE

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

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

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

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

Description	Number of Shares	Beginning Book Value	Ending Book Value	Ending FMV
Oil States Intl	46,394	226,957	129,894	2,268,667
Oil States Intl (CIVEO Corp)*	92,788		97,063	381,359
Superior Energy	80,825	14,439	14,439	1,628,624
Superior Energy	37,737	-	-	760,401
Zions Bancorp	65,082	65,082	65,082	1,855,488
Zions Bancorp	18,900	18,900	18,900	538,839
Zions Bancorp	29,444	29,444	29,444	839,448
Zions Bancorp	19,942	19,942	19,942	568,546
Zions Bancorp	22,058	-	-	628,874
Zions Bancorp	4,000	75,000	75,000	114,040
Zions Bancorp	4,000	120,000	120,000	114,040
Zions Bancorp	1,672	15,901	15,901	47,669
Zions Bancorp	50,000	96,000	96,000	1,425,500
FNB Bancorp **	1,846	9,232	8,946	18,275
Total		690,896	690,610	11,189,769

*Note: CIVEO spun-off from Oil State in 2014, resulting in a change in number of shares held while the cost basis remained unchanged.

Description	# of Sh.	Book Value in 2013
Oil States Intl	46,394	226,957

Description	# of Sh.	Book Value in 2014
Oil States Intl	46,394	129,894
Oil States Intl (CIVEO Corp)	92,788	97,063
		226,957

**** Change in FNB Corp book value:**

Beginning book value	9,232
Changes during 2014	
Ordinary business income	15
Net rental real estate income	66
Ordinary dividends	18
Net short-term capital gain(loss)	(19)
Net short-term capital gain(loss)	90
Charitable contribution	(4)
Cash Distribution	(452)
Current year increase (decrease)	(286)
Ending Book Value	8,946

ATTACHMENT 9

FORM 990PF, PART II - INVESTMENTS - OTHER

Description	Ownership	Beginning Book Value	Ending Book Value	Ending FMV
Mack Partners Ltd.*	2.40%	-	32,495	34,170
Total		-	32,495	34,170

***Change in Book Value:**

Contribution on 1/1/2014

33,135

Changes during 2014

Ordinary dividends

624

Net short-term capital gain(loss)

(5,749)

Net short-term capital gain(loss)

6,382

Other Income/Loss

33

Deductions related to portfolio income

(1,059)

Interest expense on investment debts

(871)

Current year increase (decrease)

(640)

Ending Book Value

32,495

Note: Mack Partners Ltd. is a Limited Partnership formed to invest partners interest primarily in marketable securities.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

Description	Ending Book Value	Ending FMV
Securities sales proceeds receivable	162,938	162,938
Total	<u>162,938</u>	<u>162,938</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

Description	Ending Book Value
Outstanding checks	125,450
Total	<u>125,450</u>

ATTACHMENT 12

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

Description	Amount
Precontribution gain on securities contributed to foundation in 2014	117,289
Total	<u>117,289</u>

ATTACHMENT 13

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

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

ATTACHMENT 14

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

Recipient Name		Address	If Recipient is an Individual, Relationship to Foundation Manager or Substantial Contributor		Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
American Diabetes Association		4424 South 700 East, Ste 100 Salt Lake City, UT 84107	N/A		Public	to prevent and cure diabetes and to improve the lives of all people affected by diabetes.	2,600.00
Boys & Girls Club of America		1520-A Airline Drive Houston, TX 77009	N/A		Public	to inspire an enable all youth, especially those who need us most, to realize their full potential as productive, responsible and caring citizens.	15,000.00
Boys & Girls Country of Houston		18806 Roberts Road Hockley, TX 77447	N/A		Public	to support children with a safe and stable Christian home	7,500.00
Boy Scouts of America (Sam Houston Area Council)		1911 Bagby Houston, Texas 77052	N/A		Public	Provides programs for youth	15,000.00
Buffalo Bayou Partnership		1113 Vine Street,Ste 215 Houston, Texas 77002	N/A		Public	redevelopment and stewardship of Buffalo Bayou	15,000.00
BYU - Idaho		200 Kimball Building Rexburg, ID 83460-1650	N/A		Public	educational assistance to students	25,000.00
Covenant House Texas		1111 Lovett Blvd. Houston, TX 77006	N/A		Public	providing shelter, food and clothing and medical assistance to troubled youth in the Houston, TX area	500.00
Cristo Rey Jesuit		6700 Mount Carmel Street Houston, TX 77087	N/A		Public	to suppoort the scholarship programs	2,500.00
George Bush Presidential Library		c/o Texas A&M, 1145 TAMU College Station, TX 77843-1145	N/A		Public	Bush Library Center and George Bush School of Government and Public Service	40,000.00
George W Bush Presidential Library		2943 SMU Blvd Dallas, TX 75205	N/A		Public	to fund building and administration of the Library at Southern Methodist University in Dallas, TX	60,000.00
Friends of MHMRA of Harris County		7011 Southwest Freeway, Ste 106 Houston, TX 77074	N/A		Public	to assist in the needs of the mental disabled and their families	1,000.00
Harvard Business College		Soldiers Field Boston, MA 02163	N/A		Private	to support continuing education	1,000,000.00
Houston Museum of National Science		5555 Hermann Park Dr Houston, TX 77030	N/A		Public	to preserve and advance the general knowledge of natural science	5,000.00
JDRF Ride to Cure Diabetes		Minn Dakota Chapter 3001 Metro Drive #100 Bloomington, MN 55425	N/A		Public	research to fund eliminating type 1 diabetes	100.00
LDS (Church of Jesus Christ Latter Dav Saints)		50 E North Temple St Salt Lake City, UT 84150	N/A		Public	to support missionary work	500.00

If Recipient is an Individual, Relationship to Foundation Manager or Substantial Contributor							Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Recipient Name	Address		Contributor						
Leukemia & Lymphoma Society	5433 Westheimer, Ste 300 Houston, TX 77056		N/A		Public		research to allow blood cancer patients to live longer		100 00
LSE Centennial Fund	424 West 33rd Street, Ste 280 New York, NY 10001		N/A		Public		to support education		8,500.00
The University of Texas MD Anderson Cancer Center (VEPS)	1515 Holcombe Blvd. Houston, TX 77030		N/A		Public		to improve the quality of life of patients and their families		250 00
National Multiple Sclerosis	8111 North Stadium Drive, Ste 100 Houston, TX 77054		N/A		Public		assist Americans living with MS, fund promising research and advocate for change.		200 00
Northeast Historic Film	85 Main Street Bucksport, Maine 04416-0900		N/A		Public		preservation and making accessible northern New England moving image heritage		1,200 00
Reasoning Mind	2000 Bering Dr , Suite 300 Houston, Texas 77057		N/A		Public		to support education		12,500.00
Rice University - The Shepherd Society	P O. Box 1892 Houston, Texas 77251		N/A		Public		to support music education		6,000.00
Round Top Warren Volunteer Fire Department	632 Klatt Road Burton, Texas 77835		N/A		Public		to support volunteer operations		200.00
Semper Fi Fund	825 College Blvd , Ste 102 PMB 609 Oceanside, CA 92057		N/A		Public		to provide services to wounded veterans		250 00
Texas Heart Institute	Texas Medical Center MC 3-117 P. O Box 20345 Houston, Texas 77225		N/A		Public		to assist research in heart disease		5,000.00
The Caroline School	4500 Bissonnet, Ste 340 Bellaire, Texas 77401		N/A		Public		provides services that meet the physical, cognitive and social needs of children with severe and profound disabilities		250 00
The Junior League of Houston	1811 Briar Oaks Lane Houston, Texas 77027		N/A		Public		community efforts and building preservation		500 00
The Kinkaid School	201 Kinkaid School Drive Houston, Texas 77024		N/A		Private		to support education		1,000 00
The Tony Blair Africa Governance Initiative	P O Box 60519 London W2 7 JU United Kingdom		N/A		Public		Grant to support building governments to build the institutions, processes and skills they need to bridge the gap between vision and real change.		100,000.00
United Way of Greater Houston	50 Waugh Drive Houston, Texas 77007		N/A		Public		assist families, children, and the elderly		25,000.00
University of Iowa Foundation	1 W Park Rd Iowa City, IA 52242		N/A		Public		research in the Molecular Genetics Laboratory		50,000.00
University of Utah - Honors College	540 Arapleen Drive, Ste 250 Salt Lake City, UT 84108-1238		N/A		Public		mission of education, research, and enhancement of life in our community		81,000.00

Recipient Name	Address	If Recipient is an Individual, Relationship to Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Woodrow Wilson Center	1 East Greenway Plaza, Ste 225 Houston, TX 77046	N/A	Public	The Award for Corporate Citizenship is bestowed on those executives who, by their examples and their business practices, have shown a deep concern for the common good beyond the bottom line.	35,000 00
Workshop Houston	P O Box 88365 Houston, TX 77288	N/A	Public	to support youth in 5th Ward of Houston Texas	500 00

TOTAL APPROVED FOR FUTURE PAYMENT 1,517,150.00

ATTACHMENT 15

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

Recipient Name		Address	If Recipient is an Individual, Relationship to Foundation		Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
			Manager or Substantial Contributor				
University of Iowa Foundation	1 W Park Rd Iowa City, IA 52242		N/A		Public	To support research in the Molecular Genetics Laboratory	50,000.00

TOTAL APPROVED FOR FUTURE PAYMENT 50,000.00

ATTACHMENT 16

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

Property Description	Contributor No.	Fair Market Value Per Books	Donor's Cost Basis
935 shs Genuine Parts Company (GPC)	1	100,872	23,824
1,550 shs CDK Global, Inc. (CDK)	1	62,651	22,411
Total non-cash contribution from contributor 1		163,523	46,235
Mack Partners, Ltd	2	33,135	33,135
Total non-cash contribution from contributor 2		33,135	33,135

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

Description	Property Type	No. of Shares	Date Acquired	Date Sold	P or D	Cost Basis	Sales Proceeds	Gain/(Loss)
CDK Global Inc	Securities	333	1/22/2008	12/30/2014	D	4,942	13,370	8,428
CDK Global Inc	Securities	66	1/22/2008	12/30/2014	D	980	2,650	1,670
CDK Global Inc	Securities	134	1/22/2008	12/30/2014	D	1,991	5,380	3,389
CDK Global Inc	Securities	33	1/22/2008	12/30/2014	D	491	1,325	834
CDK Global Inc	Securities	33	1/22/2008	12/30/2014	D	491	1,325	834
CDK Global Inc	Securities	434	1/22/2008	12/30/2014	D	6,454	17,425	10,971
CDK Global Inc	Securities	33	1/22/2008	12/30/2014	D	491	1,325	834
CDK Global Inc	Securities	150	1/22/2008	12/30/2014	D	2,232	6,023	3,791
CDK Global Inc	Securities	167	10/21/2008	12/30/2014	D	2,225	6,705	4,480
CDK Global Inc	Securities	166	10/21/2008	12/30/2014	D	2,102	6,665	4,563
CDK Global Inc	Securities	1	10/23/2008	12/30/2014	D	13	40	27
Genuine Parts Co	Securities	935	3/30/2001	12/30/2014	D	23,824	100,705	76,881
FNB Corp K-1 - Net Short-Term Capital Gain(Loss)						n/a	n/a	(19)
FNB Corp K-1 - Net Long-Term Capital Gain(Loss)						n/a	n/a	90
Mack Partners K-1 - Net Short-Term Capital Gain(Loss)						n/a	n/a	(5,749)
Mack Partners K-1 - Net Long-Term Capital Gain(Loss)						n/a	n/a	6,382
Total Gain/(Loss)								117,407

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

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

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

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

OMB No 1545-0092

2014

Name of estate or trust

THE VIRGINIA AND L.E. SIMMONS FOUNDATION

Employer identification number

76-0453177

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5 (5,768)
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 (5,768)

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	162,938	46,222	(13)	116,703
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11 116,703
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12 6,472
13 Capital gain distributions				13
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 123,175

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.**(1) Beneficiaries'**
(see instr.)**(2) Estate's**
or trust's**(3) Total**

17	Net short-term gain or (loss)	17			(5,768)	(5,768)
18	Net long-term gain or (loss):					
a	Total for year	18a	116,703		6,472	123,175
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b				
c	28% rate gain	18c				
19	Total net gain or (loss). Combine lines 17 and 18a	19	116,703		704	117,407

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21				
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22				
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23				
24	Add lines 22 and 23	24				
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25				
26	Subtract line 25 from line 24. If zero or less, enter -0-	26				
27	Subtract line 26 from line 21. If zero or less, enter -0-	27				
28	Enter the smaller of the amount on line 21 or \$2,500	28				
29	Enter the smaller of the amount on line 27 or line 28	29				
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30				
31	Enter the smaller of line 21 or line 26	31				
32	Subtract line 30 from line 26	32				
33	Enter the smaller of line 21 or \$12,150	33				
34	Add lines 27 and 30	34				
35	Subtract line 34 from line 33. If zero or less, enter -0-	35				
36	Enter the smaller of line 32 or line 35	36				
37	Multiply line 36 by 15%	37				
38	Enter the amount from line 31	38				
39	Add lines 30 and 36	39				
40	Subtract line 39 from line 38. If zero or less, enter -0-	40				
41	Multiply line 40 by 20%	41				
42	Figure the tax on the amount on line 27. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42				
43	Add lines 37, 41, and 42	43				
44	Figure the tax on the amount on line 21. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44				
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45				

Sales and Other Dispositions of Capital Assets

► **Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**

► **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

OMB No 1545-0074

2014

Attachment
Sequence No. **12A**

Name(s) shown on return

Social security number or taxpayer identification number

THE VIRGINIA AND L.E. SIMMONS FOUNDATION

76-0453177

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I Short-Term. Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

[illegible]

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

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

Social security number or taxpayer identification number

THE VIRGINIA AND L.E. SIMMONS FOUNDATION**76-0453177**

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	333 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	13,370	4,942			8,428
	66 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	2,650	980			1,670
	134 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	5,380	1,991			3,389
	33 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	1,325	491			834
	33 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	1,325	491			834
	434 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	17,425	6,454			10,971
	33 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	1,325	491			834
	150 SH. CDK GLOBAL INC	1/22/2008	12/30/2014	6,023	2,232			3,791
	167 SH. CDK GLOBAL INC	10/21/2008	12/30/2014	6,705	2,225			4,480
	166 SH. CDK GLOBAL INC	10/23/2008	12/30/2014	6,665	2,102			4,563
	1 SH. CDK GLOBAL INC	10/23/2008	12/30/2014	40	N/A	B,T	(13)	27
	935 SH. CDK GLOBAL INC	03/30/2001	12/30/2014	100,705	23,824			76,881
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				162,938	46,222		(13)	116,703

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