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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation The Simmons Foundation		A Employer identification number 76-0398915	
Number and street (or P O box number if mail is not delivered to street address) 109 N Post Oak Lane		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77024		B Telephone number (see instructions) (713) 580-1800	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,676,001		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)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,578,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	813	813		
	4 Dividends and interest from securities	157,793	157,793		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	294,177			
	b Gross sales price for all assets on line 6a _____ 2,767,224				
	7 Capital gain net income (from Part IV , line 2)		294,177		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 -43,103	-43,103		
	12 Total. Add lines 1 through 11	3,987,680	409,680		
	13 Compensation of officers, directors, trustees, etc	116,450			116,450
	14 Other employee salaries and wages	140,750			140,750
	15 Pension plans, employee benefits	39,802			39,802
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	 2,313	1,157		1,156
	c Other professional fees (attach schedule)	 29,221	29,221		
	17 Interest	23			23
	18 Taxes (attach schedule) (see instructions)	 4,858	63		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.	28,068			28,068
	22 Printing and publications				
	23 Other expenses (attach schedule).	 49,519			49,519
	24 Total operating and administrative expenses. Add lines 13 through 23	411,004	30,441		375,768
	25 Contributions, gifts, grants paid	3,195,000			3,195,000
	26 Total expenses and disbursements. Add lines 24 and 25	3,606,004	30,441		3,570,768
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	381,676			
	b Net investment income (if negative, enter -0-)		379,239		
	c Adjusted net income (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	681,325	449,712	449,712	
	3	Accounts receivable ▶ <u>577,377</u>				
		Less allowance for doubtful accounts ▶ _____	7,043	577,377	577,377	
	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	1,568	7,981	7,981	
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	2,766,994	3,651,276	4,218,764	
	c	Investments—corporate bonds (attach schedule)	682,979	454,461	422,167	
		11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	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)	4,759,131	5,140,807	5,676,001	
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	4,759,131	5,140,807		
	30	Total net assets or fund balances(see instructions)	4,759,131	5,140,807		
	31	Total liabilities and net assets/fund balances(see instructions)	4,759,131	5,140,807		

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	4,759,131
2	Enter amount from Part I, line 27a			2	381,676
3	Other increases not included in line 2 (itemize) ▶ _____			3	
4	Add lines 1, 2, and 3			4	5,140,807
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	5,140,807

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	Publicly - traded securities	P	2013-01-01	2015-01-01
b	Overseas Cap Partners, Inc	P	2009-10-01	2015-12-31
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 2,191,176		1,896,929	294,247
b 576,048		576,118	-70
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			294,247
b			-70
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	294,177
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 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))
2014	3,444,229	5,821,375	0 59165
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

2	Total of line 1, column (d).	2	1 997966
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 399593
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	5,705,091
5	Multiply line 4 by line 3.	5	2,279,714
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,792
7	Add lines 5 and 6.	7	2,283,506
8	Enter qualifying distributions from Part XII, line 4.	8	3,570,768

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 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,792
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	3,792
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	3,792
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	4,999
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	4,999
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,204
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 1,204 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?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b		No
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? <i>If "Yes," attach a detailed description of the activities</i>	2		No
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>	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? <i>If "Yes," attach the statement required by General Instruction T </i>	5	Yes	
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ► <u>www.thesimmonsfoundation.org</u>	13	Yes	
14	The books are in care of ► <u>Rebecca C Young</u> Telephone no ► <u>(713) 580-1800</u> Located at ► <u>109 N Post Oak Ln Ste 220 Houston TX</u> ZIP+4 ► <u>77024</u>			
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 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input 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)? 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 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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			No
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 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). 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 2015?	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))?

Yes

☒

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

☒

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

☒

No

(4)

Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).

Yes

☒

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

☒

No

b

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

5b

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?

Yes

☒

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

☒

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

Yes

☒

No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
Kay Davis 109 N Post Oak Lane 220 Houston, TX 77024	Grants Coordinator 40 00	56,732	6,995	
Kelli King-Jackson 109 N Post Oak Lane 220 Houston, TX 77024	Program Officer 40 00	84,019	2,515	

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

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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	5,223,391
b	Average of monthly cash balances.	1b	568,580
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,791,971
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	5,791,971
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	86,880
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,705,091
6	Minimum investment return. Enter 5% of line 5.	6	285,255

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	285,255
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	3,792
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,792
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	281,463
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	281,463
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	281,463

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	3,570,768
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	3,570,768
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	3,792
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,566,976

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				281,463
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.	2,889,327			
b From 2011.	3,327,319			
c From 2012.	3,326,588			
d From 2013.	3,465,760			
e From 2014.	3,147,912			
f Total of lines 3a through e.	16,156,906			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 3,570,768				
a Applied to 2014, 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).	0			
d Applied to 2015 distributable amount.				281,463
e Remaining amount distributed out of corpus	3,289,305			
5 Excess distributions carryover applied to 2015 (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	19,446,211			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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 2010 not applied on line 5 or line 7 (see instructions). . .	2,889,327			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	16,556,884			
10 Analysis of line 9				
a Excess from 2011. . . .	3,327,319			
b Excess from 2012. . . .	3,326,588			
c Excess from 2013. . . .	3,465,760			
d Excess from 2014. . . .	3,147,912			
e Excess from 2015. . . .	3,289,305			

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 2015, 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)

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) 2015	(b) 2014	(c) 2013	(d) 2012	
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

Form 990-PF (2015)

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

[illegible]

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	No
(2) Other assets.		1a(2)	No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.		1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)	No
(3) Rental of facilities, equipment, or other assets.		1b(3)	No
(4) Reimbursement arrangements.		1b(4)	No
(5) Loans or loan guarantees.		1b(5)	No
(6) Performance of services or membership or fundraising solicitations.		1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
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.			

[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

**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.

* * * * *

2016-11-15

* * * * *

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use
Only**

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 type="checkbox"/> Blazek & Vetterling			Firm's EIN <input type="checkbox"/>	
Firm's address <input 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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
John P Dune	Chairman / Dir 1 00	0		
109 N Post Oak Lane Ste 220 Houston,TX 77024				
Robert F Hennicksen	VP / Director 1 00	0		
109 N Post Oak Lane Ste 220 Houston,TX 77024				
Amanda J Cloud	Secretary/Treas 40 00	116,450	7,372	
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				
Lnda K May	Director 1 00	0		
109 N Post Oak Lane Ste 220 Houston,TX 77024				

TY 2015 Accounting Fees Schedule**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax compliance	2,313	1,157	0	1,156

TY 2015 General Explanation Attachment**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	The Simmons Foundation redeemed its shares of the Overseas CAP Partners, Inc , a foreign corporation, on December 31, 2015 The Foundation has elected to be included in the joint filing of the Form 5471 with respect to this investment The Form 5471 filing requirement has been met by BBT Capital Management, LLC201 Main Street, Suite 2300Fort Worth, TX 76102EIN 41-2028120Filed with the Ogden UT Service Center

TY 2015 Investments Corporate Bonds Schedule**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Pimco Total Return Fund CL	454,461	422,167

TY 2015 Investments Corporate Stock Schedule**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stock - see attached	2,094,942	2,685,007
LKCM Fund	525,509	484,451
Ishares Trust MSCI	174,264	146,851
Harding Loevner Funds, Inc.	554,569	623,800
Lazard DFS Inc	301,992	278,655

TY 2015 LiquidationExplanationStmt

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 15000324

Software Version: 2015v2.0

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 \$5,676,001 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2015. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

TY 2015 Other Expenses Schedule**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Education expenses	7,982			7,982
Insurance	5,776			5,776
Membership	6,549			6,549
Office supplies & expense	1,641			1,641
Other expenses	367			367
Project administration	4,400			4,400
Promotional expense	5,070			5,070
Software maintenance	3,667			3,667
Student awards	314			314
Telephone expense	2,885			2,885
Website	10,868			10,868

TY 2015 Other Income Schedule**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership Income	-43,103	-43,103	

TY 2015 Other Professional Fees Schedule**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment advisory fees	29,221	29,221	0	0

TY 2015 Taxes Schedule**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	4,795			
Foreign tax	63	63		

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

2015

Name of the organization The Simmons Foundation	Employer identification number 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 not 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 33¹/₃% 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 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).

Name of organization The Simmons Foundation	Employer identification number 76-0398915
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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		\$ 3,235,000	Person <input checked="" type="checkbox"/>
	Gay A Roane		Payroll <input type="checkbox"/>
	109 N Post Oak Lane Ste 220		Noncash <input type="checkbox"/>
	Houston, TX 77024		(Complete Part II for noncash contributions)
		\$ 343,000	Person <input checked="" type="checkbox"/>
	Redstone Gourp		Payroll <input type="checkbox"/>
	109 N Post Oak Lane Ste 220		Noncash <input type="checkbox"/>
	Houston, TX 77024		(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 Simmons Foundation	Employer identification number 76-0398915
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(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
		\$	

Name of organization The Simmons Foundation	Employer identification number 76-0398915
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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
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	

Part XV, Line 3(a)

Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Alliance for Justice 11 Dupont Circle NW, Suite 200 Washington, DC 20036	Civic/Community	None	PC	(Program) Toward advancing the advocacy capacity of nonprofits and foundations in Texas, by providing the tools for groups to effectively shape public policy and better serve their constituents	\$ 20,000
Austin Community Foundation 4315 Guadalupe Street Suite 300 Austin, TX 78751	Civic/Community	None	PC	(Operating) Toward the Texas Education Grantmakers Advocacy Consortium, a diverse group of funders joining together to promote, protect and improve public education	10,000
Bridges to Life P O Box 570895 Houston, TX 77257	Civic/Community	None	PC	Toward providing healing for victims of crime as well as intervention and rehabilitation for offenders, in an effort to make the Greater Houston community safer	20,200
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
Children's Defense Fund 5410 Bellaire, Suite 203 Bellaire, TX 77401	Civic/Community	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
Fe y 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
Fifth Ward Community Redevelopment Corporation 4300 Lyon Ave., Suite 300 Houston, TX 77020	Civic/Community	None	PC	(Operating) Toward catalyzing investment, stimulating economic growth and redevelopment on Lyons Avenue, the "Main Street" of the Fifth Ward neighborhood	25,000
Gulf Coast Leadership Council, Inc 4141 Southwest Freeway, #650 Houston, TX 77027	Civic/Community	None	PC	(Operating) Toward engaging congregations, schools, and neighborhood organizations around the voiced interests of their parents and members to improve their communities	20,000
Harris County Domestic Violence Coordinating Council 3015 Richmond Ave Suite 120-I Houston, TX 77098	Civic/Community	None	PC	(Operating) Toward a coordinated community response to increase access to services and safety for victims of domestic violence	20,000
Houston Justice Coalition 2104 Canal #107 Houston, TX 77003	Civic/Community	None	PC	(Operating) Toward building knowledgeable, civically engaged communities	2,500

Part XV, Line 3(a)

Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Houston 1eVision 6856 Bellaire Boulevard Houston, TX 77074	Civic/Community	None	PC	(Operating) Toward Houston 1eVision's new Community Plan to facilitate greater connections and kinship with the most vulnerable members of our society	50,000
IGNITE 5201 North O'Connor Blvd , Suite 100 Living, TX 75039	Civic/Community	None	PC	(Operating) Toward IGNITE's civic education and engagement programs for low-income young women in the greater Houston region	25,000
Junior Statesmen Foundation 800 South Claremont Street, Suite 202 San Mateo, CA 94402	Civic/Community	None	PC	(Program) Toward expanding civic engagement opportunities for young people in Houston to develop leadership skills, build campus chapters and attend conferences	15,000
Local Initiatives Support Corporation 1111 North Loop West, Ste 740 Houston, TX 77008	Civic/Community	None	PC	(Operating) Toward helping community-based organizations transform distressed neighborhoods into healthy, strong ones - good places to live, work and raise families	25,000
Multicultural Education & Counseling through the Arts 1900 Kane Street Houston, TX 77007	Civic/Community	None	PC	(Operating) Toward arts programming that addresses social needs and celebrates diverse cultures, along with support services for children and families	15,000
NARAL Pro-Choice Texas Foundation PO Box 684602 Austin, TX 78768	Civic/Community	None	PC	(Program) Toward civic education and participation 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 a program to offer citizenship, civics and ESL services at the workplace	25,000
Neighborhood Centers, Inc P O Box 271389 Houston, TX 77277-1389	Civic/Community	None	PC	(Program) Toward holistic integration support for immigrants, including accurate information, free or low-cost legal services, application support, citizenship classes and connections to resources	30,000
New Leaders Council 1200 New Hampshire Ave N W Suite 575 Washington, D C 20036	Civic/Community	None	PC	(Operating) Toward accelerating opportunities for collaboration, engagement, and impact in the greater Houston area for New Leaders Council-Houston Fellows	10,000
News Literacy Project, The 5525 Devon Road Bethesda, MD 20814	Civic/Community	None	PC	(Operating) Toward teaching young people how to know what to believe in the digital age through classroom instruction and exposure to journalism	6,500
One Voice Texas 5120 Woodway #6000 Houston, TX 77056	Civic/Community	None	PC	(Operating) Toward positively impacting public policy and community based services via a systemic approach to problem-solving that emphasizes collaboration among behavioral health providers	5,000

Part XV, Line 3(a)

Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
One Voice Texas 5120 Woodway #6000 Houston, TX 77056	Civic/Community	None	PC	(Operating) Toward positively impacting public policy and community based services via a systemic approach to problem-solving that emphasizes collaboration among behavioral health providers	25,000
Rice University - Center for Philanthropy and Nonprofit Leadership P O Box 1892 Houston, TX 77251	Civic/Community	None	PC	(Operating) Toward education and preparing nonprofit professionals to serve as Executive Directors and improving the capacity and strength of nonprofit organizations	37,500
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	25,000
Texas Freedom Network Education Fund P O Box 1624 Austin, TX 78767	Civic/Community	None	PC	(Program) Toward expanding the Texas Rising initiative to involve young people in leadership development, civic engagement and community advocacy	25,000
Texas Tribune, The 823 Congress Ave , Suite 1400 Austin, TX 78701	Civic/Community	None	PC	(Program) Toward The Texas Tribune's coverage of health care issues related to women and coverage of LGBTQ issues in Texas	75,000
TexProtects 2904 Floyd St , Suite C Dallas, TX 75204	Civic/Community	None	PC	(Operating) Toward reducing and preventing child abuse and neglect through research, education and advocacy	10,000
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	25,000
United Way of Texas 812 San Antonio St , Suite 101 Austin, TX 78701	Civic/Community	None	PC	(Operating) Toward promoting high-quality out of school time programs for all Texas children	20,000
World Affairs Council of Houston 2500 East T C Jester, Suite 350 Houston, TX 77008	Civic/Community	None	PC	(Operating) Toward shaping globally competent and culturally sensitive students and teachers by engaging the education community in dialogue on current world affairs	15,000
Young Invincibles 1411 K Street, NW, Fourth Floor Washington, DC 20005	Civic/Community	None	PC	(Operating) Toward expansion of economic opportunities for young adults through access to higher education, health care, and jobs	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

Part XV, Line 3(a)

Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Breakthrough Houston 2401 Claremont Lane Houston, TX 77019	Education	None	PC	(Operating) Toward both the preparation of high-potential, underserved students for college prep high schools and college and the recruitment and training of future educators	20,000
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	Education	None	PC	(Program) Toward providing after school and summer programming for refugee students at Collins and Sneed Elementary schools	20,000
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
Communities in Schools - Baytown 607 West Baker Road Baytown, TX 77521	Education	None	PC	(Program) Toward providing enrichment, exploration and incentives to encourage personal growth, college readiness and development of service learning and advocacy in youth	14,000
Communities in Schools - Houston 1235 North Loop West, Suite 300 Houston, TX 77008	Education	None	PC	(Operating) Toward aiding CIS in supporting at-risk students and empowering them to stay in school and achieve in life	35,000
DiscoverU P O Box 4059 Houston, TX 77210	Education	None	PC	(Program) Towards "The Kings Compass" - a summer experiential learning experience to South Africa for black male youth from Houston	5,000
DiscoverU P O Box 4059 Houston, TX 77210	Education	None	PC	(Program) Toward providing resources and learning experiences that equip disadvantaged youth with the attitudes and skills to become advocates for their own success	30,000
Earl Carl Institute for Legal & Social Policy 3100 Cleburne Street Houston, TX 77004	Education	None	PC	(Program) Toward the "ECI Juvenile Justice Project" -- which provides direct legal representation and education on the criminalization of ordinary school misconduct	2,500
Fifth Ward Enrichment Program, Inc 4014 Market Street, Suite W145 Houston, TX 77020	Education	None	PC	(Operating) Toward a holistic, male-youth development program serving the Fifth Ward	2,500
Fifth Ward Enrichment Program, Inc 4014 Market Street, Suite W145 Houston, TX 77020	Education	None	PC	(Operating) Toward a holistic, male-youth development program serving the Fifth Ward	20,000
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	40,000

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Genesys Works 601 Jefferson, Suite 3760 Houston, TX 77002	Education	None	PC	(Operating) Toward equipping young people with the skills and knowledge to break the cycle of poverty and successfully enter the economic mainstream as professionals	20,000
H Y P E Freedom School, Inc P O Box 14971 Houston, TX 77221	Education	None	PC	(Operating) Toward defeating summer learning loss and giving every child an opportunity to succeed by providing high quality out of school time enrichment programs	2,500
H Y P E Freedom School, Inc P O Box 14971 Houston, TX 77221	Education	None	PC	(Operating) Toward defeating summer learning loss and giving every child an opportunity to succeed by providing high quality out of school time enrichment programs	20,000
Hope Stone Inc 2700 Bissonnet, Suite 240-513 Houston, TX 77005	Education	None	PC	(Program) Toward the support of mindful arts education programming for underserved and at-risk youth	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	20,000
Making it Better 3300 South Gessner Suite 251 Houston, TX 77063	Education	None	PC	(Operating) Toward literacy development programs targeting at-risk HISD students, grades K-6	30,000
Midtown Arts and Theater Center Houston 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	30,000
Nehemiah Center Inc 5015 Fannin Street Houston, TX 77004	Education	None	PC	(Operating) Toward leveling the academic playing field for at-risk children through high-quality prekindergarten through 12th grade programs along with evidence-based parent support	25,000
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
Recipe for Success Foundation P O Box 56405 Houston, TX 77256	Education	None	PC	(Operating) Toward Seed-to-Plate Nutrition Education™ - our signature effort to improve lifelong eating decisions in at-risk youth as part of our mission to combat childhood obesity	40,000
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 substantial scholarship assistance	25,000

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
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	30,000
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	26,000
University of Houston Graduate College of Social Work 237 Social Work Building Houston, TX 77204-4013	Education	None	PC	(Program) Toward Linda May Scholarship Endowment for Spanish-speaking students in the University of Houston Graduate College of Social Work	150,000
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
Wesley Community Center 1300 S 10th Street Phoenix, AZ 85034	Education	None	PC	(Program) Toward leading community "change" through positive empowerment and leadership among our youth and their families	25,000
Woods Project Inc 6 Sleepy Oaks Houston, TX 77024	Education	None	PC	(Operating) Toward developing non-cognitive skills in low income high school youth that will lead to stronger life outcomes	10,000
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
Writers in the Schools 1523 West Main Street Houston, TX 77006	Education	None	PC	(Program) Toward expanding access to creative literacy programming for underserved children who attend the most economically disadvantaged schools in Houston	20,000
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
Young Audiences 4550 Post Oak Place, Suite 230 Houston, TX 77027	Education	None	PC	(Program) Toward community-wide integration and alignment of arts programming into the Houston ISD curriculum that supports educational learning objectives	20,000
Access Health 400 Austin Street Richmond, TX 77469	Health	None	PC	(Operating) Toward proving quality healthcare for the entire family without regard to resource	20,000

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Being 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
CSH 2000 Crawford, 9th Floor Houston, TX 77002	Health	None	PC	(Program) Toward connecting healthcare and homeless services sectors to increase access to primary and behavioral healthcare and improve critical health outcomes for vulnerable Houston residents	20,000
DBSA Greater Houston 3800 Buffalo Speedway #350 Houston, TX 77098	Health	None	PC	(Operating) Toward providing free and confidential support groups for individuals living with, and family and friends affected by, depression and bipolar disorders	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	30,000
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	(Program) Toward assuring that immigrants in our community receive assistance in accessing available health services programs as well as accurate information about various Immigration Relief Programs	20,000
Family Service Center of Galveston County 2200 Market Street, Suite 600 Galveston, TX 77550	Health	None	PC	(Operating) Toward the increased access of affordable quality mental health services for individuals and families in Galveston and surrounding counties	20,000
Good Neighbor Healthcare Center 190 Heights Blvd Houston, TX 77007	Health	None	PC	(Operating) Toward providing quality, affordable primary health care and other services for low income un- and underinsured families living in the greater Houston area	15,000
Harris Center Foundation for Mental Health and IDD, The 9401 Southwest Freeway #1064 Houston, TX 77074	Health	None	PC	(Program) Toward decreasing encounters between Houston Police Officers and individuals with mental illness, while increasing their opportunity to lead a more stabilized life	25,000
Healthcare for the Homeless - Houston P O Box 66690 Houston, TX 77266	Health	None	PC	(Operating) Toward the provision of specialized healthcare and stabilizing services for homeless men, women and children	25,000

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Healthy Futures Of Texas 2300 West Commerce Street, #212 San Antonio, TX 78207	Health	None	PC	(Program) Towards support of the Texas Women's Healthcare Coalition, advocating for access to preventive healthcare and contraception for low-income women in Houston and throughout Texas	50,000
Lilith Fund P O Box 684949 Austin, TX 78768	Health	None	PC	(Operating) Toward increasing access to abortion services for individuals in South and Central Texas	15,000
Lone Star Family Health Center 704 FM 2854 Conroe, TX 77301	Health	None	PC	(Program) Toward providing high-quality, easily-accessible mental healthcare to the underserved	20,000
NAMI Gulf Coast PO Box 4096 Alvin, TX 77512	Health	None	PC	(Operating) Toward continuing NAMI Gulf Coast's mission to provide support, education and service advocacy to families and individuals affected by mental illness	20,000
Northwest Colorado Health 940 Central Park Dr , Suite 101 Steamboat, CO 80487	Health	None	PC	(Operating) Toward providing high-quality, integrated health care to residents of Northwest Colorado, regardless of income	20,000
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Health	None	PC	(Operating) Toward access to reproductive healthcare for the economically disadvantaged and underserved	50,000
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 persons in underserved populations throughout the Houston-Galveston Region	20,000
Texas Association of Charitable Clinics P O Box 684127 Austin, TX 78768	Health	None	PC	(Operating) Toward supporting advocacy and capacity building efforts for Texas Charitable Clinics	25,000
Texas Campaign to Prevent Teen Pregnancy 1706 Intervail Drive Austin, TX 78746	Health	None	PC	(Operating) Toward launching the Texas Roadmap – a hybrid of advocacy, capacity building and direct access that will escalate their work and amplify their reach	50,000
Texas Network of Youth Services P O Box 26855 Austin, TX 78735	Health	None	PC	(Program) Toward building Houston's capacity to meet the mental health needs of its most vulnerable youth through a trauma informed approach	20,000
Vecino Health Centers 424 Hahlo Houston, TX 77020	Health	None	PC	(Operating) Toward making quality health care accessible and sustainable to the medically underserved	25,000

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Adult Reading Center Inc 2246 North Washington Ave Pearland, TX 77581-3473	Human Services	None	PC	(Operating) Toward providing free instruction to adults with limited literacy skills	30,000
Aid to Victims of Domestic Abuse 1001 Texas Avenue, Suite 600 Houston, TX 77002	Human Services	None	PC	(Operating) Toward ending family violence through safety and self-sufficiency of survivors, promoting accountability for abusers and fostering a community response to abuse	25,000
Alliance Of Community Assistance Ministries Inc 770 S Post Oak Lane, Suite 525 Houston, TX 77056	Human Services	None	PC	(Operating) Toward strengthening the faith-based nonprofit sector through advocacy, capacity building and collaboration and by helping them enhance services to low-income and/or homeless families	25,000
AVANCE, Inc 4281 Dacoma Houston, TX 77092	Human Services	None	PC	(Operating & Program) Toward providing a caseworker/job placement worker to serve AVANCE-Houston enrolled PCEP mothers recently released from Harris County Jail	30,000
Bay Area Turning Point, Inc 210 South Walnut St Webster, TX 77598	Human Services	None	PC	(Program) Toward services for children in shelter and schools that focuses on violence prevention, coping skills and help work through trauma	25,000
Capital IDEA Houston, LLC 2101 Crawford, Suite 211 Houston, TX 77002	Human Services	None	PC	(Operating) Toward enabling working adults to escape poverty through community college-based workforce readiness training for middle-skill careers that pay living wages	50,000
CASA of Galveston County 2000 Texas Ave Suite 641 Texas City, TX 77590	Human Services	None	PC	(Operating) Toward training volunteers who serve as court-appointed special advocates for abused and neglected children as they journey through the foster care and court systems	20,000
Cathedral Health & Outreach Ministries 1117 Texas Avenue Houston, TX 77002	Human Services	None	PC	(Operating) Toward services that restore dignity, self-respect and hope to Houston's poor and homeless	25,000
Child Advocates 3701 Kirby, Suite 400 Houston, TX 77098	Human Services	None	PC	(Operating) Toward teaming professional staff with trained volunteers to help guide children in protective custody through the court system and government agencies into safe environments	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

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
ChildBuilders 2425 Fountain View, Suite 210 Houston, TX 77057	Human Services	None	PC	(Operating) Towards providing children support for their social-emotional development and equipping them with the skills needed to recognize and prevent Adverse Childhood Experiences (ACEs)	25,000
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	(Program) Toward youth homelessness work, especially snacks, incentives and stipends for youth	5,000
Covenant House Texas 1111 Lovett Houston, TX 77006	Human Services	None	PC	(Program) Toward expanding rapid re-housing services for homeless youth by appointing a Housing Navigator responsible for identifying and accessing affordable housing for homeless youth in Houston	25,000
Daya, Inc P O Box 571774 Houston, TX 77257	Human Services	None	PC	(Program/Operating) Toward raising awareness about domestic violence and sexual assault within the South Asian community	35,000
Escape Family Resource Center Of The Exchange Clubs Of Houston 1721 Pech Road Houston, TX 77055	Human Services	None	PC	(Operating) Toward preventing child abuse and neglect in the Greater Houston area	20,000
Fort Bend County Women's Center P O Box 183 Richmond, TX 77406	Human Services	None	PC	(Operating/Program) Toward support for an emergency shelter for domestic violence victims and their children	35,000
Funders Together To End Homelessness Inc 240 Newbury Street 2nd Floor Boston, Massachusetts 02116	Human Services	None	PC	(Operating) Toward building and engaging a national network of funders who are committed to solving homelessness through leadership, education, advocacy, collaboration, and strategic grantmaking	15,000
Greater Houston Community Foundation 770 S Post Oak Lane, Suite525 Houston, TX 77056	Human Services	None	PC	(Operating) Toward the Houston Immigration Legal Services Collaborative, bringing together over forty local organizations to increase capacity for serving immigrants in Houston	100,000
Greater Houston Community Foundation 770 S Post Oak Lane, Suite525 Houston, TX 77056	Human Services	None	PC	(Program) Toward the "Anti-Human Trafficking Collaborative"-- providing support for a funder collaborative focused on raising awareness and supporting community efforts around human trafficking	10,800

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
Houston Area Women's Center 1010 Waugh Drive Houston, TX 77019	Human Services	None	PC	(Operating) Toward the prevention of domestic and sexual violence, as well as assistance to survivors through an empowerment model and advocacy for social change	25,000
Houston Police Foundation 1200 Travis, 16th Floor Houston, TX 77002	Human Services	None	PC	(Program) Toward supporting the work of the Homeless Outreach Team	5,000
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 creating access and self sufficiency for low income, under served, limited English speaking and immigrant families, youth and community members	50,000
Interfaith Ministries For Greater Houston 3217 Montrose Boulevard Houston, TX 77006	Human Services	None	PC	(Program) Toward "aniMeals"-- provides pet food to the pet companions of homebound seniors receiving Meals on Wheels	5,000
Interfaith Ministries For Greater Houston 3217 Montrose Boulevard Houston, TX 77006	Human Services	None	PC	(Operating) Toward bringing together diverse faith communities to provide service to the Houston community	25,000
Literacy Advance of Houston, Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Human Services	None	PC	(Operating) Toward free literacy and workforce development services to adults in the Greater Houston area	30,000
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
Memorial Assistance Ministries Inc 1625 Blalock Houston, TX 77080	Human Services	None	PC	(Operating) Toward meeting the basic needs of individuals and families in northwest Houston and moving them more closely toward self-sufficiency	5,000
Memorial Assistance Ministries Inc 1625 Blalock Houston, TX 77080	Human Services	None	PC	(Operating) Toward meeting the needs of northwest Houston families living in poverty and empowering them to become financially stable	30,000
Montrose Center, The 401 Bianard Street, 2nd Floor Houston, TX 77006	Human Services	None	PC	(Program) Toward empowering LGBTQ youth through the Hatch Youth program, and reducing LGBTQ youth homelessness under the NEST initiative	25,000

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
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 live on limited incomes	20,000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090-3651	Human Services	None	PC	(Operating) Toward helping people to self-sufficiency through support and services	30,000
Our Global Village PO Box 70443 Houston, TX 77009	Human Services	None	PC	(Operating) Toward empowering grassroots leaders including a micro-enterprise effort to empower refugee women artisans	5,000
Our Global Village PO Box 70443 Houston, TX 77009	Human Services	None	PC	(Program) Toward microenterprise efforts to empower refugee women in Houston	20,000
Plant It Forward 4030 Willowbend Houston, TX 77025	Human Services	None	PC	(Operating) Toward empowering refugee farmers to operate urban farms in order to earn a living wage growing and selling local produce	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
ProUmitas Inc 4802 Lockwood Drive Houston, TX 77026	Human Services	None	PC	(Operating) Toward organizing and connecting opportunity youth (16-24yrs) in the Kashmere Community to a coalition of workforce development providers	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
Salvation Army Metropolitan Houston Area Command, The 1500 Austin Street Houston, TX 77002	Human Services	None	PC	(Program) Toward the Young Adult Resource Center "YARC" - a day shelter for homeless youth ages 18-25 that empowers clients by offering them access to educational and employment opportunities	25,000
Salvation Army Metropolitan Houston Area Command, The 1500 Austin Street Houston, TX 77002	Human Services	None	PC	(Program) Toward YARC snacks, incentives and stipends for youth	5,000
True Colors Fund 330 West 38th Street, Suite 405 New York, NY 10018	Human Services	None	PC	(Program) Toward raising awareness about and bring an end to gay, lesbian, bisexual, and transgender youth homelessness, and to inspire everyone to become active participants in the advancement of equality for all	5,000

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Organization	Program Area	Relationship to Foundation	Status of Recipient	Project Name	Amount
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
University of Houston Foundation C T Bauer College of Business 4543 Post Oak Place #250 Houston, TX 77027	Human Services	None	PC	(Program) Toward educational materials for aspiring entrepreneurs participating in the SURE Program's training, new-business incubator and follow-up mentoring	25,000
Upbring 8305 Cross Park Drive Austin, TX 78754	Human Services	None	PC	(Program) Toward serving children who have been removed from their homes due to abuse and neglect through the Houston Therapeutic Foster Care program	20,000
VN Teamwork 11210 Bellane Blvd , Suite 118 Houston, TX 77072	Human Services	None	PC	(Operating) Toward providing programs and services to enhance the health, education, and social well-being of low-income and underserved people in the greater Houston area	25,000
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 helping women and girls make decisions toward becoming independent, productive and financially stable	25,000
					<u>\$ 3,195,000</u>

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

	Book Value	FMV
465 Adobe Systems Inc.	\$ 38,003	\$ 43,682
183 Affiliated Managers Group Inc.	37,163	29,236
650 Aflac Inc.	41,484	38,935
250 Alexion Pharmaceuticals Inc	38,489	47,688
530 Alibaba Group Holding Ltd	46,039	43,073
189 Allergan PLC	55,233	59,063
132 Alphabet Inc. Cap Stk Cl A	64,882	102,697
22 Alphabet Inc. Cap Stk Cl C	7,080	16,695
275 American Express Company	18,754	19,126
650 American International Group Inc.	36,470	40,281
275 Anadarko Petroleum Corp	18,178	13,360
2,350 Applied Materials Inc.	52,557	43,875
300 Baker Hughes	18,746	13,845
320 Bristol Myers Squibb Co	19,461	22,013
2,000 Bruker Corporation	38,458	48,540
475 Caterpillar Inc.	37,258	32,281
390 Celgene Corp	13,704	46,706
355 Cerner Corp	23,936	21,360
700 Citigroup Inc.	37,203	36,225
860 Cognizant Technology Solutions Corp	46,347	51,617
325 Comcast Corp	19,248	18,340
400 Comerica Inc.	18,589	16,732
475 Dollar General Corporation	32,631	34,138
275 Dover Corporation	19,789	16,860
9,423 ExxonMobil	321,230	734,523
540 Facebook Inc. Cl A	44,492	56,516
100 Fedex Corp	7,660	14,899
143 Fleetcor Technologies Inc.	22,004	20,439
1,450 General Electric Co	36,927	45,168
1,150 General Motors Company	44,092	39,112
1,275 Intel Corp	40,273	43,924
2,050 Interpublic Group of Cos Inc	44,675	47,724
52 Intuitive Surgical Inc.	25,394	28,400
850 Invesco Ltd	32,004	28,458
600 JP Morgan Chase & Co	37,180	39,618
375 Liberty Broadband Corp Com Ser C	18,425	19,448
1,450 Liberty Interactive Corporation	42,542	39,614
340 Mastercard Inc.	25,102	33,102
550 Medtronic PLC	42,938	42,306
190 Monster Beverage Corporation New	21,993	28,302
585 Newell Rubbermaid Inc. Com	25,895	25,787
600 Nielsen Holdings PLC	27,262	27,960
277 NXP Semiconductors	24,699	23,337

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

	<u>Book Value</u>	<u>FMV</u>
950 Oracle Corporation	30,032	34,704
192 Perrigo Company PLC	29,297	27,782
35 Regeneron Pharmaceuticals Inc	15,740	19,000
345 Royal Caribbean Cruises Ltd	27,408	34,917
175 Shire PLC	43,045	35,875
335 Starbucks Corp	16,196	20,110
165 Stericycle Inc.	21,729	19,899
600 TE Connectivity Ltd	43,651	38,766
2,435 Tencent Holdings Limited	25,595	47,914
44 The Priceline Group Inc.	50,315	56,098
950 Unilever PLC	41,211	40,964
979 Visa Inc.	46,861	75,921
700 Wells Fargo & Co	39,372	38,052
Total Corporate Stock	<u><u>\$ 2,094,942</u></u>	<u><u>\$ 2,685,007</u></u>