



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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	449,712	589,653	589,653
	3	Accounts receivable ▶ <u>71,648</u>			
		Less allowance for doubtful accounts ▶ _____	577,377	71,648	71,648
	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 . . . . .	7,981	1,662	1,662
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	3,651,276	3,337,937	4,079,798
	c	Investments—corporate bonds (attach schedule) . . . . .	454,461	461,182	429,345
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .		850,000	856,407	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,140,807	5,312,082	6,028,513	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
	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	5,140,807	5,312,082	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,140,807	5,312,082	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	5,140,807	5,312,082		

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	5,140,807
2	Enter amount from Part I, line 27a . . . . .	2	171,275
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,312,082
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	5,312,082

**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 )
<b>1 a</b> Capital gain distributions			
<b>b</b> Publicly traded securities			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b> 70,550			70,550
<b>b</b> 1,046,466		980,720	65,746
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			70,550
<b>b</b>			65,746
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	136,296
<b>3</b> 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		<b>3</b>	

**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))
2015	3,566,976	5,705,091	0 62523
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

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	2 385123
<b>3</b> 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	<b>3</b>	0 477025
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	5,694,912
<b>5</b> Multiply line 4 by line 3	<b>5</b>	2,716,615
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,704
<b>7</b> Add lines 5 and 6	<b>7</b>	2,718,319
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	3,557,245

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	1,704
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,704
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,704
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	4,609
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	4,609
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	2,905
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <b>▶</b> 2,905 <b>Refunded</b> <b>▶</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>▶</b> \$ _____ <b>(2)</b> On foundation managers <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	No
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> TX _____		
<b>b</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> .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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).	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>www.thesimmonsfoundation.org</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>Rebecca C Young</b> Telephone no <b>(713) 580-1800</b>			

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<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2016, 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 <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> <b>1b</b>			<b>No</b>
<b>c</b>	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 2016? <input type="checkbox"/> <b>1c</b>			<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> <b>2b</b>			<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/> <b>3b</b>			<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2016?	<b>4b</b>		<b>No</b>

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

<b>5a</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>5b</b>		<b>No</b>
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
<b>c</b> 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 checked="" type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> 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>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>		<b>No</b>
If "Yes" to 6b, file Form 8870				
<b>7a</b> 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>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>		<b>No</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Kelli King-Jackson 109 N Post Oak Lane 220 Houston, TX 77024	Program Officer 40 00	96,486	3,841	
Kay Davis 109 N Post Oak Lane 220 Houston, TX 77024	Grants Coordinator 40 00	58,313	9,468	
<b>Total number of other employees paid over \$50,000.</b>				<input type="checkbox"/>

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
Total. Add lines 1 through 3 . . . . . ►	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	5,191,355
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	590,282
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	5,781,637
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	5,781,637
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	86,725
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	5,694,912
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	284,746

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	284,746
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	1,704
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	1,704
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	283,042
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	283,042
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	283,042

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	3,557,245
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	3,557,245
<b>5</b>	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).	<b>5</b>	1,704
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	3,555,541

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				283,042
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . . 3,327,319				
<b>b</b> From 2012. . . . . 3,326,588				
<b>c</b> From 2013. . . . . 3,465,760				
<b>d</b> From 2014. . . . . 3,147,912				
<b>e</b> From 2015. . . . . 3,289,305				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	16,556,884			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 3,557,245				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				283,042
<b>e</b> Remaining amount distributed out of corpus	3,274,203			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,831,087			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	3,327,319			
<b>9</b> <b>Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .	16,503,768			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . . 3,326,588				
<b>b</b> Excess from 2013. . . . . 3,465,760				
<b>c</b> Excess from 2014. . . . . 3,147,912				
<b>d</b> Excess from 2015. . . . . 3,289,305				
<b>e</b> Excess from 2016. . . . . 3,274,203				

**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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .				
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .				
<b>(3)</b> Largest amount of support from an exempt organization				
<b>(4)</b> 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](http://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

**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
<b>a</b> <i>Paid during the year</i> See attachment State and zip code for efiling purposes, TX 77024			See attachment	3,071,500
<b>Total</b> . . . . .			▶ <b>3a</b>	3,071,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .			14	859	
<b>4</b> Dividends and interest from securities. . . . .			14	69,967	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	136,296	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .				207,122	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		207,122

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

## Part XVII

- |       | Yes | No |
|-------|-----|----|
| 1a(1) |     | No |
| 1a(2) |     | No |
| 1b(1) |     | No |
| 1b(2) |     | No |
| 1b(3) |     | No |
| 1b(4) |     | No |
| 1b(5) |     | No |
| 1b(6) |     | No |
| 1c    |     | No |

[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.

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="checked" type="checkbox"/>	PTIN  P00072674
Firm's name ▶ Blazek & Vetterling				Firm's EIN ▶
Firm's address ▶ 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 Durie 109 N Post Oak Lane Ste 220 Houston, TX 77024	Chairman / Dir 1 00	0		
Robert F Henricksen 109 N Post Oak Lane Ste 220 Houston, TX 77024				
Amanda J Cloud 109 N Post Oak Lane Ste 220 Houston, TX 77024	VP / Director 1 00	0		
Betty K Mathis 109 N Post Oak Lane Ste 220 Houston, TX 77024				
Linda K May 109 N Post Oak Lane Ste 220 Houston, TX 77024	Director 1 00	0		
Gay A Roane 109 N Post Oak Lane Ste 220 Houston, TX 77024				
Amanda J Cloud 109 N Post Oak Lane Ste 220 Houston, TX 77024	Secretary/Treas 40 00	135,734	15,016	
Betty K Mathis 109 N Post Oak Lane Ste 220 Houston, TX 77024				
Linda K May 109 N Post Oak Lane Ste 220 Houston, TX 77024	Director 1 00	0		
Gay A Roane 109 N Post Oak Lane Ste 220 Houston, TX 77024				

**TY 2016 Accounting Fees Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax compliance	2,200	1,100	0	1,100

**TY 2016 Investments - Other Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
575 Atlas Global Investments Ltd C	AT COST	575,000	570,484
275 The Weatherlow Offshore Fd I Ltd IA	AT COST	275,000	285,923



**TY 2016 Other Expenses Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Courier fees	114			114
Education expenses	4,102			4,102
Insurance	4,508			4,508
Membership fees	4,500			4,500
Office expense	2,466			2,466
Project administration	4,000			4,000
Software maintenance	3,750			3,750
Student awards	302			302
Telephone expense	3,264			3,264
Website	1,188			1,188

**TY 2016 Other Professional Fees Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting fees	33,108	0	0	33,108
Investment advisory fees	33,952	33,952	0	0

**TY 2016 Taxes Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	3,405			
Foreign tax	1,645	1,645		

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	<b>Schedule of Contributors</b>  ▶ <b>Attach to Form 990, 990-EZ, or 990-PF</b> ▶ <b>Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u></b>	OMB No 1545-0047  <b>2016</b>
	<b>Name of the organization</b> The Simmons Foundation	<b>Employer identification number</b> 76-0398915

**Organization type** (check one)

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

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

**General Rule**

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

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> The Simmons Foundation	<b>Employer identification number</b> 76-0398915
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<b>Part I</b> <b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Gay A Roane 109 N Post Oak Lane Ste 220 Houston, TX 77024	\$ 3,068,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	Redstone Group Ltd 109 N Post Oak Lane Ste 220 Houston, TX 77024	\$ 493,000	Person <input checked="" 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 )

Employer identification number

76-0398915

Part II	Noncash Property
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[illegible]

<b>Name of organization</b> The Simmons Foundation	<b>Employer identification number</b> 76-0398915
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<b>Part III</b>	<b>Exclusively</b> 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 <b>exclusively</b> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

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

<b>Part II, Line 10b - Investments - Corporate Stock</b>	<b>Book Value</b>	<b>FMV</b>
465 Adobe Systems Inc	38,003	47,872
183 Affiliated Managers Group Inc	37,163	26,590
575 Aflac Inc	36,686	40,020
220 Alexion Pharmaceuticals Inc	35,565	26,917
615 Alibaba Group Holding Ltd	53,875	54,003
159 Allergan PLC	46,226	33,392
139 Alphabet Inc Cap Stk Cl A	70,458	110,151
22 Alphabet Inc Cap Stk Cl C	7,080	16,980
650 American International Group Inc	36,470	42,452
750 Anadarko Petroleum Corp	43,396	52,298
315 Automatic Data Processing Inc	27,886	32,376
55 Blackrock Inc	17,197	20,930
400 Carmax Inc	19,986	25,756
475 Caterpillar Inc	34,137	44,052
1,575 CBRE Group Inc Cl A	42,803	49,597
345 Celgene Corp	12,495	39,934
875 Citigroup Inc	44,141	52,001
650 Comcast Corp	19,248	22,441
400 Comerica Inc	18,589	27,244
650 Commscope Hldg Co Inc	20,733	24,180
225 Dollar General Corporation	17,604	16,666
275 Dollar Tree Inc	25,091	21,225
440 Electronic Arts Inc	34,206	34,654
9,423 ExxonMobil	321,230	850,520
560 Facebook Inc Cl A	46,987	64,428
100 Fedex Corp	7,660	18,620
3,875 Fiat Chrysler Automobiles	28,999	35,410
158 Fleetcor Technologies Inc	24,287	22,360
1,450 General Electric Co	36,927	45,820
1,350 General Motors Company	49,906	47,034
22,238 Harding Loevner Funds Inc	349,610	396,499
670 HCA Hldgs Inc	49,618	49,593
375 Howard Hughes Corp Com	40,842	42,788
1,275 Intel Corp	40,273	46,244
2,050 Interpublic Group of Cos Inc	44,675	47,991
395 Invesco Ltd	16,117	11,984
600 JP Morgan Chase & Co	37,180	51,774
21,242 Lazard FDS	306,156	264,244
775 Liberty Broadband Corp Com Ser C	36,808	57,404



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

	<b>Book Value</b>	<b>FMV</b>
1,850 Liberty Interactive Corporation	51,403	36,963
30,968 LKCM Fund	525,510	459,082
574 Monster Beverage Corporation New	36,013	38,177
530 Newell Brands Inc	23,734	23,665
317 NXP Semiconductors	27,707	31,069
950 Oracle Corporation	30,032	36,528
31 Priceline com Inc New	36,900	45,448
70 Regeneron Pharmaceuticals Inc	29,721	25,696
480 Royal Carribean Cruises Ltd	37,349	39,379
1,015 Charles Schwab Corp New	31,139	40,062
230 Shire PLC	54,194	39,187
6,765 Sirius XM Hldgs Inc	27,583	30,104
560 Starbucks Corp	32,235	34,422
600 TE Connectivity Ltd	43,651	41,568
2,435 Tencent Holdings Limited	25,595	58,976
1,189 Visa Inc	64,038	92,766
800 Wells Fargo & Co	44,176	44,088
900 Zoetis Inc Cl A	40,645	48,177
Total Corporate Stock	<u>3,337,937</u>	<u>4,079,798</u>

**Part II, Line 10c - Corporate Bonds**

	<b>Book Value</b>	<b>FMV</b>
42,806 Pimco Total Return Fund Istl Cl	461,182	429,345
Total Other Investments	<u>\$ 461,182</u>	<u>\$ 429,345</u>

**Part XV, Line 3(a), Page 10, Form 990PF**

Name and address (home or business)	Relationship to any foundation manager or substantial	Foundation status of Recipient	Purpose of grant or contribution	Amount
ABFE 333 7th Ave. 14th Floor New York, NY 10001	N/A	PC	(Operating) Toward the 2014-2015 CLFP class gift in support of professional development and resources that further philanthropy's responsiveness to issues of equity, diversity and inclusion	\$ 1,000.00
Avenue Community Development Corporation 2505 Washington Avenue Houston, TX 77007	N/A	PC	(Operating) Toward strengthening vulnerable communities to promote inclusive environments in which all residents have the opportunity to thrive	\$ 20,000.00
Bonding Against Adversity, Inc 12700 Northborough Dr., Suite 653 Houston, TX 77067	N/A	PC	(Program) Toward providing Citizenship Education and Naturalization Application Assistance to underserved Legal Permanent Residents	\$ 10,000.00
Bridges to Life P O Box 570895 Houston, TX 77257-0895	N/A	PC	(Program) 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	\$ 25,000.00
Children at Risk 2900 Weslavan Suite 400 Houston, TX 77027	N/A	PC	(Operating) Toward improving the quality of life for children through strategic research, public policy analysis, education, collaboration and advocacy	\$ 20,000.00
Children's Defense Fund 5410 Bellaire, Suite 203 Bellaire, TX 77401	N/A	PC	(Operating) Toward assisting in CDF-Texas in ensuring every child a healthy start, a head start, a fair start, a safe start and a moral start in life	\$ 20,000.00
Emerge USA P O Box 772704 Houston, TX 77215	N/A	PC	(Program) Toward voter engagement efforts designed to inform, integrate and elevate Houston's underrepresented Asian Americans, particularly Muslims, Arabs, and South Asians	\$ 7,500.00
Grantmakers Concerned with Immigrants and Refugees P O Box 1100 Sebastopol, CA 95473	N/A	PC	(Program) Toward GCIR's annual conference providing opportunities for immigration focused funders to learn and connect	\$ 5,000.00
Grassroots Leadership 2301 East Cesar Chavez St Austin, TX 78702	N/A	PC	(Program) Toward a statewide network led by individuals impacted by incarceration, to combat over incarceration, racial disparities, and detention through education and community advocacy	\$ 20,000.00
Houston reVision 6856 Bellaire Boulevard Houston, TX 77074	N/A	PC	(Operating) Toward Houston reVision's new Community Plan to facilitate greater connections and kinship with the most vulnerable members of our society	\$ 50,000.00
Human Rights First 75 Broad Street, 31 Floor New York, NY 10004	N/A	PC	(Program) Toward increasing legal representation for asylum seekers in the Houston area	\$ 25,000.00
IGNITE 5201 N O'Connor Blvd, Ste 100 Irving, TX 75039	N/A	PC	(Operating) Toward IGNITE's civic education and engagement programs for low-income young women in the greater Houston region	\$ 25,000.00

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Justice For Our Neighbors Houston 2220 Broadway St Houston, TX 77012	N/A	PC	(Operating) Toward providing high-quality legal support for immigrants, along with engaging clients in advocacy	\$ 25,000.00
Kids in Need of Defense 1300 L Street, NW Suite 1100 Washington, DC 20005	N/A	PC	(Operating) Toward high-quality legal representation and social services for children who enter the U.S. immigration system alone in the Greater Houston area	\$ 25,000.00
Leadership Houston 2909 Hillcroft, Suite 300 Houston, TX 77057	N/A	PC	(Program) Toward Diversity, Equity and Inclusion programming for Class XXXVI	\$ 1,000.00
Local Initiatives Support Corporation 1111 North Loop West, Ste 740 Houston, TX 77008	N/A	PC	(Operating) Toward helping community-based organizations transform distressed neighborhoods into healthy, strong ones - good places to live, work and raise families	\$ 25,000.00
Love146 2190 North Loop West, Suite 101 Houston, TX 77018	N/A	PC	(Program) Toward the scaling of "Not A #Number" Prevention Education Curriculum in the greater Houston area	\$ 15,000.00
National Immigration Forum 50 F St NW Ste 300 Washington, DC 20001	N/A	PC	(Program) Toward citizenship, civics and ESL services at the workplace	\$ 25,000.00
Neighborhood Centers, Inc P O Box 271389 Houston, TX 77277-1389	N/A	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	\$ 30,000.00
Neighborhood Recovery Community Development Corporation 5445 Alameda Road, Suite 505 Houston, TX 77004	N/A	PC	(Operating) Toward improving the quality of life for families living in the contiguous neighborhoods of Old Spanish Trail/South Union, Sunnyside and Sugar Valley	\$ 20,000.00
New Leaders Council 1200 New Hampshire Ave. N W Suite 575 Washington, DC 20036	N/A	PC	(Operating) Toward accelerating opportunities for collaboration, engagement, and impact in the greater Houston area for New Leaders Council-Houston Fellows	\$ 10,000.00
Prison Entrepreneurship Program P O Box 926274 Houston, TX 77292	N/A	PC	(Operating) Toward connecting incarcerated men with executives, MBA students and interested community members through education, mentoring and other services to help them make a successful transition	\$ 25,000.00
Project Row Houses P O Box 1011 Houston, TX 77251	N/A	PC	(Operating) Toward the revitalization and preservation of a resilient, dynamic and economically prosperous community where people live, work, and thrive in the culturally rich historic Third Ward	\$ 20,000.00

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Rice University - Center for Philanthropy and Nonprofit Leadership P O Box 1892 Houston, TX 77251	N/A	PC	(Operating) Toward education and preparing nonprofit professionals to serve as Executive Directors and improving the capacity and strength of nonprofit organizations	\$ 37,500.00
Sketch City PO Box 728 Houston, TX 77001	N/A	PC	(Operating) Toward advancing technology and data in public policy decision making	\$ 1,000.00
South Texas College of Law - Houston 1303 San Jacinto St Houston, TX 77002-7006	N/A	PC	(Program) Toward improving the immigration system and its effects on the immigrant community through comprehensive research and delivery of legal services	\$ 22,000.00
Tahirih Justice Center Houston Office 1717 St James Place, Suite 320 Houston, TX 77056	N/A	PC	(Operating) Toward protection for immigrant women and girls who refuse to be victims of violence through holistic, expert, free legal and social services, education, outreach and training, and advocacy	\$ 30,000.00
Texans Together Education Fund 4001 N Shepherd Dr., Suite 205 Houston, TX 77018	N/A	PC	(Operating) Toward identifying, training and engaging new leaders in historically disengaged and underserved communities in civic engagement projects that improve their lives	\$ 20,000.00
The Texas Tribune 823 Congress Ave Suite 1400 Austin, TX 78701	N/A	PC	(Program) Toward fact-based journalism, user-friendly data and public events to inform and bring awareness about statewide matters regarding women's health and LGBTQ issues	\$ 50,000.00
The Young Center for Immigrant Children's Rights 1303 San Jacinto Street, 9th Floor Houston, TX 77002	N/A	PC	(Operating) Toward promoting and protecting the best interests of unaccompanied immigrant children, in custody in Houston or living in the communities in or around Houston	\$ 25,000.00
TOP Education Fund 2404 Caroline Houston, TX 77004	N/A	PC	(Operating) Toward improving the lives of low-moderate income families in Harris County through community organizing and civic engagement	\$ 25,000.00
Trans United 1741 Lanier NW, Suite 33 Washington, DC 20009	N/A	PC	(Operating) Toward building the political leadership and capacity of trans and gender expansive people and allies	\$ 2,000.00
United Against Human Trafficking P O Box 541184 Houston, TX 77254-1184	N/A	PC	(Operating) Toward ending human trafficking through education, awareness and outreach	\$ 20,000.00
United Way of Texas 812 San Antonio St., Suite 101 Austin, TX 78701	N/A	PC	(Operating) Toward promoting high-quality out of school time programs for all Texas children	\$ 20,000.00
United We Dream Network Inc 1900 L Street NW Ste 900 Washington, DC 20036	N/A	PC	(Operating) Toward addressing the inequities and obstacles faced by immigrant youth	\$ 2,000.00

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YMCA - International Services 6300 Westpark Drive, Suite 600 Houston, TX 77057	N/A	PC	(Program) Toward survivor-led leadership and trauma-informed case management support for victims of human trafficking to stabilize and empower them to become independent and self-sufficient	\$ 30,000 00
Anti-Defamation League, Southwest Region 4635 Southwest Freeway, Suite 400 Houston, TX 77027	N/A	PC	(Program) Toward "No Place for Hate Community" -- a program where schools become the catalysts for advocating for an inclusive, respectful and tolerant Houston	\$ 25,000 00
CASA of Galveston County 2000 Texas Ave Suite 641 Texas City, TX 77590	N/A	PC	(Operating) Toward training volunteers to better serve abused and neglected youth as Guardian Ad Litem	\$ 20,000 00
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	N/A	PC	(Program) Toward providing after school and summer programming for refugee students at Collins and Sneed Elementary schools	\$ 20,000 00
ChildBuilders 2425 Fountain View, Suite 210 Houston, TX 77057	N/A	PC	(Operating) Towards providing support for social-emotional development and equipping children skills needed to prevent Adverse Childhood Experiences (ACEs) in honor of Muriel Folloder Phillips	\$ 2,500 00
Children's Prison Arts Project PO Box 130584 Houston, TX 77219-0584	N/A	PC	(Operating) Toward theatre, visual art and creative writing workshops for youth in correctional facilities	\$ 15,000 00
Clayton County Juvenile Justice Fund, Inc 9163 Tara Blvd Third Floor Jonesboro, GA 30236	N/A	PC	(Program) Toward honorarium by guest speaker, Judge Steven Teske assisting educators in the understanding and development of a school-justice partnership and meeting with leaders of the community	\$ 500 00
Communities in Schools - Bay Area, Inc P O Box 580096 Houston, TX 77258	N/A	PC	(Operating) Toward funding to continue serving at-risk youth and their families by providing case management services at 14 campuses within Clear Creek and Dickinson Independent School Districts	\$ 20,000 00
Communities in Schools - Baytown 607 W Baker Rd Baytown, TX 77521	N/A	PC	(Operating) Toward empowering students to stay in school, achieve in life and give back to community	\$ 20,000 00
Communities in Schools - Houston 1235 North Loop West, Suite 300 Houston, TX 77008	N/A	PC	(Operating) Toward CIS' Dropout Prevention, Student Retention and Newcomer Support Services	\$ 20,000 00
Cristo Rey Work Study Program, Inc 6700 Mount Carmel Street Houston, TX 77087	N/A	SO II	(Operating) Toward "Cristo Rey Jesuit Work Study Program" -- providing students with valuable employment training and experience while enabling them to defray part of the cost of their education	\$ 10,000 00

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Earl Carl Institute for Legal & Social Policy 3100 Cleburne Street Houston, TX 77004	N/A	PC	(Program) Toward the "ECI Juvenile Justice Project" – which provides direct legal representation and education on the criminalization of ordinary school misconduct	\$ 2,500.00
EMERGE Fellowship 2450 Louisiana Street Suite 400 #430 Houston, TX 77006	N/A	PC	(Operating) Toward leadership training and capacity building for the Executive Director with the overall goal of strengthening leadership within the nonprofit sector	\$ 10,000.00
ESCAPE Family Resource Center 2410 Hamilton Street Houston, TX 77004	N/A	PC	(Operating) Toward preventing child abuse and neglect in the Greater Houston area	\$ 20,000.00
Fifth Ward Enrichment Program, Inc 4014 Market Street, Suite W145 Houston, TX 77020	N/A	PC	(Operating) Toward a holistic, male-youth development program serving the Fifth Ward	\$ 20,000.00
Fifth Ward Enrichment Program, Inc 4014 Market Street, Suite W145 Houston, TX 77020	N/A	PC	(Operating) Toward holistic, male-youth development program providing mentoring, tutoring, test prep, literacy education, career awareness and college access	\$ 20,000.00
First3Years 15851 Dallas Parkway #106 Addison, TX 75001	N/A	PC	(Operating) Toward educating, advocating, and collaborating to advance the healthy development of infants and toddlers in the greater Houston area	\$ 15,000.00
FuelEd Schools 3000 Richmond Ave., Suite 340 Houston, TX 77098	N/A	PC	(Operating) Toward leveraging the emotional intelligence and interpersonal skills of educators to address the effects of trauma	\$ 30,000.00
Girls Empowerment Network PO BOX 3122 Austin, TX 78764	N/A	PC	(Program) Toward the "We Are Girls Conference" a statewide event for girls in grades 3-8 connecting girls to role models, healthy relationships, educational discovery and creative self-expression	\$ 2,000.00
Girlstart 1400 W Anderson Lane Austin, TX 78757	N/A	PC	(Program) Toward the expansion of Girlstart After School and Girlstart Summer Camp to reach high-need girls in Houston	\$ 15,000.00
H Y P E Freedom School, Inc P O Box 14971 Houston, TX 77221	N/A	PC	(Operating) Toward a therapist to serve H Y P E Freedom School Scholars, staff and families	\$ 6,000.00
H Y P E Freedom School, Inc P O Box 14971 Houston, TX 77221	N/A	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	\$ 35,000.00
Hope Stone Inc 2700 Bissonnet, Suite 240-513 Houston, TX 77005	N/A	PC	(Program) Toward the support of mindful arts education programming for underserved and at-risk youth	\$ 20,000.00

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In-Powered by One Significant Act 803 Marshall Street Houston, TX 77006	N/A	PC	(Program) Toward empowering high school girls through an evidence-based yoga and mindfulness teacher training intensive	\$ 20,000.00
Main Street Theater 2540 Times Blvd Houston, TX 77005	N/A	PC	(Operating) Toward "Education & Outreach"-- promoting literacy through theater and providing arts integration in school curricula	\$ 20,000.00
Making it Better 14781 Memorial Drive #25 Houston, TX 77079	N/A	PC	(Operating) Toward literacy development programs targeting at-risk HISD students, grades K-5	\$ 25,000.00
Midtown Arts and Theater Center Houston 3333 West Alabama, Suite 110 Houston, TX 77098	N/A	PC	(Capital) Towards an art complex for small and mid-sized arts groups to use for workshops, rehearsals and performances, exhibitions and office space	\$ 30,000.00
Nameless Sound 1458 Lawson Houston, TX 77023	N/A	PC	(Program) Toward "2017 Creative Music Education Program"-- hosting in-school workshops and weekly after-school education programs	\$ 20,000.00
Nehemiah Center, Inc 5015 Fannin Street Houston, TX 77004	N/A	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	\$ 20,000.00
Partnership for the Advancement & Immersion of Refugees 8303 Southwest Freeway, Suite 718 Houston, TX 77074	N/A	PC	(Operating) Toward social, emotional and academic support for Houston's refugee youth	\$ 20,000.00
Project GRAD Houston 3000 Richmond Avenue, Suite 400 Houston, TX 77098	N/A	PC	(Program) Toward supporting the social and emotional development needs of adjudicated youth participating in GRAD's college access curriculum	\$ 20,000.00
San Jacinto Community College Foundation Pasadena Texas 4624 Fairmont Parkway, Suite 212 Pasadena, TX 77504	N/A	PC	(Program) Toward connecting low-income, nontraditional students to educational opportunities by providing Opportunity Scholarships to help them obtain an associate degree or certificate	\$ 25,000.00
Small Steps Nurturing Center 2902 Jensen Drive Houston, TX 77026	N/A	PC	(Operating) Toward providing an exemplary early childhood program for economically at-risk children, ages two through six	\$ 20,000.00
Southwest Schools 3333 Bering Dr Houston, TX 77057	N/A	PC	(Program) Toward building personal and interpersonal moments of awareness that fosters growth, communication skills, and social-emotional and academic success via the E-Colors program	\$ 15,000.00

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Spacetaker (dba Fresh Arts) 1502 Sawyer Street, Studio 103 Houston, TX 77007	N/A	PC	(Operating) Toward the creation of the "Texas Child Abuse Monitor," a prototype analysis system using under analyzed data collected by DFPS that will empower CPS workers preventing child abuse and dea	\$ 2,000.00
Texas Network of Youth Services P O Box 26855 Austin, TX 78755	N/A	PC	(Program) Toward providing at-risk youth innovative educational opportunities in leadership and career development, training youth services professionals and building partnerships	\$ 25,000.00
Texas Transgender Nondiscrimination Summit P O Box 1095 Bavtown, TX 77522-1095	N/A	PC	(Program) Toward social justice for transgender faculty, staff, and students in educational environments	\$ 2,000.00
University of Houston Graduate College of Social Work 237 Social Work Building Houston, TX, 77204-4013	N/A	PC	(Program) Toward scholarships for bilingual students as they prepare to work with and advocate for children, youth and families in diverse settings	\$ 25,000.00
Upbring 8305 Cross Park Drive Austin, TX 78754	N/A	PC	(Program) Toward training staff in Therapeutic Crisis Intervention, thereby enabling them to help children at Krause Children's Center learn constructive ways to handle emotional distress	\$ 40,000.00
Woods Project, Inc., The 2700 Southwest Freeway, Suite A Houston, TX 77098	N/A	PC	(Operating) Toward fostering the social and emotional skills through wilderness education and exploration experiences for at-risk high school students throughout Houston	\$ 10,000.00
Workshop Houston PO Box 88365 Houston, TX 77288	N/A	PC	(Operating) Toward Workshop Houston's experiential learning-based creative, technical, and educational after school and summer programs for at-risk youth	\$ 25,000.00
Writers in the Schools 1523 West Main Street Houston, TX 77006	N/A	PC	(Program) Toward expanding access to creative literacy programming for underserved children who attend the most economically disadvantaged schools in Houston	\$ 20,000.00
Yampatika 925 Weiss Drive Steamboat Springs, CO 80487	N/A	PC	(Operating) Toward inspiring environmental stewardship through education	\$ 15,000.00
Young Audiences 4550 Post Oak Place, Suite 230 Houston, TX 77027	N/A	PC	(Program) Toward community-wide integration and alignment of arts programming into the Houston ISD curriculum that supports educational learning objectives	\$ 20,000.00
Access Health 400 Austin Street Richmond, TX 77469	N/A	PC	(Operating) Toward providing quality health care for the entire family without regard to resource	\$ 25,000.00
Baylor College of Medicine - Teen Health Clinic 1504 Taub Loop Houston TX 77030	N/A	PC	(Operating) Toward salary support for obstetrician to provide additional perinatal care to underserved expectant mothers	\$ 25,000.00



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CSH 2000 Crawford, 9th Floor Houston, TX 77002	N/A	PC	(Program) Toward improving health outcomes for vulnerable Houston residents via support for the staffing and management of the Houston MCO workgroup	\$ 30,000 00
DBSA Greater Houston 3800 Buffalo Speedway #350 Houston, TX 77098	N/A	PC	(Operating) Toward providing free and confidential support groups for individuals living with depression or bipolar disorders	\$ 20,000 00
DePelchin Children's Center 4950 Memorial Drive Houston, TX 77007	N/A	PC	(Program) Toward establishing a trauma-informed team of mental health specialists providing intensive home-based interventions for Houston children in the child welfare system who are in crisis	\$ 20,000 00
El Centro de Corazon P O Box 230209 Houston, TX 77223	N/A	PC	(Operating) Toward the comprehensive health care services provided to Houston's underserved, uninsured/underinsured East End population	\$ 25,000 00
Enroll America 1001 G Street, NW, 8th Floor Washington, D C 20001	N/A	PC	(Operating) Toward maximizing health insurance coverage for uninsured Texans	\$ 25,000 00
Epiphany Community Health Outreach Services 9600 S. Gessner, Building E Houston, TX 77071	N/A	PC	(Operating) Toward assisting the most vulnerable and at-risk individuals, many who are immigrants and refugees, with access to healthcare, education and job training	\$ 20,000 00
Good Neighbor Healthcare Center 190 Heights Blvd Houston, TX 77007	N/A	PC	(Operating) Toward improving community health outcomes through access to healthcare for all individuals regardless of ability to pay	\$ 15,000 00
Harris Center Foundation for Mental Health and IDD, The 9401 Southwest Freeway #1064 Houston, TX 77074	N/A	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 00
Healthcare for the Homeless - Houston P O Box 66690 Houston, TX 77266	N/A	PC	(Operating) Toward the provision of specialized healthcare and stabilizing services for homeless men, women and children	\$ 25,000 00
Healthy Futures Of Texas 2300 West Commerce Street, #212 San Antonio, TX 78207	N/A	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 00
HOPE Clinic 7001 Corporate Drive, Suite 120 Houston, TX 77036	N/A	PC	(Operating) Toward increasing access to culturally and linguistically competent healthcare for multicultural immigrant, refugee and other underserved women and children	\$ 25,000 00

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Houston Galveston Institute 2990 Richmond Avenue, Suite 530 Houston, TX 77098	N/A	PC	(Operating) Toward providing innovative & collaborative mental health therapy, training, and research	\$ 20,000.00
Jewish Family Service 4131 South Braeswood Houston, TX 77025	N/A	PC	(Program) Toward the "Psychiatric Program"-- providing counseling and medication management for clients in need of mental health services	\$ 20,000.00
Legacy Community Health Services, Inc P O Box 66308 Houston, TX 77266-6308	N/A	PC	(Program) Toward the "6th annual Gender Infinity conference" -- providing education and networking to transgender people, their families, and professionals	\$ 5,000.00
Lesbian Health Initiative Of Houston Texas 401 Branard St , 1st Floor Houston, TX 77006	N/A	PC	(Operating) Toward continued and increased effective efforts to eliminate barriers to healthcare and promote health and wellness for LGBTQI - identified women	\$ 20,000.00
Lone Star Family Health Center 704 FM 2854 Conroe, TX 77301	N/A	PC	(Program) Toward providing high-quality, easily-accessible mental healthcare to the underserved	\$ 20,000.00
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024	N/A	PC	(Program) Toward the delivery of free medical, mental health, nutritional and dental care services to medically underserved, at-risk children	\$ 20,000.00
Mental Health America of Greater Houston 2211 Norfolk, Suite 810 Houston, TX 77098	N/A	PC	(Operating) Toward the implementation of mental health education and advocacy programming in the greater Houston area	\$ 37,500.00
NAMI Greater Houston P O Box 66270 Houston, TX 77266-6270	N/A	PC	(Operating) Toward improving the quality of life for people with mental illness and their families through support, education, and advocacy	\$ 10,000.00
NAMI Gulf Coast PO Box 4096 Alvin, TX 77512	N/A	PC	(Operating) Toward providing support, education, and service advocacy for families and individuals affected by mental illness	\$ 20,000.00
NARAL Pro-Choice Texas Foundation PO Box 684602 Austin, TX 78768	N/A	PC	(Program) Toward advocating for access to full-spectrum reproductive health care, including abortion, in the greater Houston area	\$ 15,000.00
National Network of Abortion Funds P O Box 170280 Boston, MA 02117	N/A	PC	(Program) Toward the "We Testify" initiative-- a storytelling project that brings to light the very realities of people choosing abortion across the country	\$ 2,000.00
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	N/A	PC	(Operating) Toward access to reproductive healthcare for the economically disadvantaged and underserved	\$ 50,000.00

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Save the Children 501 Kings Highway East, Suite 400 Fairfield, CT 06825	N/A	PC	(Program) Toward sustaining psychosocial programs in the greater Houston area to help recently arrived children manage their profound transition from Central America to the U S	\$ 40,000 00
Spring Branch Community Health Center 800 W Sam Houston Pkwy S. #200 Houston, TX 77042	N/A	PC	(Operating) Toward access to high quality , comprehensive healthcare for the uninsured and under-insured in Spring Branch and West Houston	\$ 25,000 00
Texans Care for Children 1106 Clayton Lane, Suite 111W Austin, TX 78723	N/A	PC	(Program) Toward research and advocacy focused on improving sexual health and pregnancy prevention among foster youth in the greater Houston community	\$ 25,000 00
Texas Campaign to Prevent Teen Pregnancy 208 West 14th St #102 Austin, TX 78701	N/A	PC	(Operating) Toward increasing engagement between the Texas Campaign, community partners, and state policy makers to dispel misconceptions, educate, and develop public policy to reduce teen pregnancy	\$ 37,500 00
University of Houston 5000 Gulf Freeway Building 1, Room 242 Houston, TX 77204-5049	N/A	PC	(Operating) Toward increasing accessibility of evidenced-based assessment and treatment services for low-income, underserved adults in Houston suffering from trauma-related psychological disturbances	\$ 10,000 00
Vecmo Health Centers 424 Hahlo Houston, TX 77020	N/A	PC	(Operating) Toward making quality health care accessible and sustainable to the medically underserved	\$ 25,000 00
Adult Reading Center Inc 2246 North Washington Ave Pearland, TX 77581-3473	N/A	PC	(Operating) Toward providing free instruction to adults with limited literacy skills	\$ 30,000 00
Aid to Victims of Domestic Abuse 1001 Texas Avenue, Suite 600 Houston, TX 77002	N/A	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 00
Alliance Of Community Assistance Ministries Inc 710 North Post Oak Lane, Suite 210 Houston, TX 77024	N/A	PC	(Operating) Toward strengthening the faith-based nonprofit sector through advocacy , capacity building and collaboration	\$ 10,000 00
Bay Area Turning Point, Inc 210 South Walnut Street Webster, TX 77598-7543	N/A	PC	(Program) Toward improving the lives and development of children and youth in overcoming and preventing domestic violence and sexual assault	\$ 25,000 00
Boat People SOS 11360 Bellaire Blvd Suite 910 Houston, TX 77072	N/A	PC	(Program) Toward a holistic approach to provide information, case management and legal services for Asian victims of domestic violence in a culturally and linguistically appropriate manner	\$ 25,000 00

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Bridge Over Troubled Waters, Inc . The P O Box 3488 Pasadena, TX 77501-3488	N/A	PC	(Operating) Toward offering support, providing safety and preventing domestic and sexual violence	\$ 25,000.00
Capital IDEA Houston, LLC 2101 Crawford Street, Suite 211 Houston, TX 77002	N/A	PC	(Operating) Toward enabling working adults to lift themselves and their families out of poverty through community college-based workforce readiness training	\$ 50,000.00
Cathedral Health & Outreach Ministries 1117 Texas Avenue Houston, TX 77002	N/A	PC	(Operating) Toward services that restore dignity, self-respect and hope to Houston's poor and homeless	\$ 25,000.00
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	N/A	PC	(Operating) Toward "The Lotus Project" - a project providing support and services for homeless female veterans and their children	\$ 500.00
Child Advocates 3701 Kirby, Suite 400 Houston, TX 77098	N/A	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	\$ 25,000.00
Coalition for the Homeless of Houston/Harris County, Inc St Joseph Professional Building 2000 Crawford Street, Suite 700 Houston, TX 77002	N/A	PC	(Operating) Toward advocacy, leadership and the facilitation of community strategies to prevent and end homelessness	\$ 30,000.00
Dava, Inc P O Box 571774 Houston, TX 77257	N/A	PC	(Operating) Empowering South Asian women, their children and families to break the cycle of domestic and sexual violence	\$ 40,000.00
Fort Bend County Women's Center PO Box 183 Richmond, TX 77406	N/A	PC	(Operating) Toward emergency shelter services and traumatic brain injury neurofeedback therapy programming for survivors of domestic violence	\$ 25,000.00
Greater Houston Community Foundation 770 S Post Oak Lane, Suite 525 Houston, TX 77056	N/A	PC	(Operating) Toward the Houston Immigration Legal Services Collaborative, bringing together over forty local organizations to increase capacity for serving immigrants in Houston	\$ 100,000.00
Harmony House, Inc 602 Girard Houston, TX 77007	N/A	PC	(Operating) Toward providing quality housing and healthcare services to homeless individuals in Texas	\$ 25,000.00
Harris County Domestic Violence Coordinating Council 2990 Richmond Ave Suite 550 Houston, TX 77098	N/A	PC	(Operating) Toward a coordinated community response to domestic violence in Harris County	\$ 30,000.00
Houston Center for Literacy P O Box 541069 Houston, TX 77254	N/A	PC	(Operating) Toward creating a literate, prepared workforce by connecting literacy providers and resources to support adult learners	\$ 10,000.00

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Houston Compass Inc 1117 Texas Avenue Houston, TX 77002	N/A	PC	(Operating) Toward navigating homeless men, women, and young adults into permanent supportive housing	\$ 25,000.00
Houston Volunteer Lawyers Program, Inc 1111 Bagby, Suite FLB 300 Houston, TX 77002	N/A	PC	(Operating) Toward civil legal services for low-income Houstonians, including those whom traditional legal aid programs do not serve	\$ 25,000.00
Integrated Community PO Box 880587 Steamboat Springs, CO 80488	N/A	PC	(Operating) Toward creating access and self-sufficiency for low income, under served, limited English speaking and immigrant families, youth and community members	\$ 20,000.00
Literacy Council of Fort Bend County 12530 Emily Court Sugar Land, TX 77478	N/A	PC	(Operating) Toward basic literacy, GED, ESL, Citizenship Prep, Basic Computer Skills and GED Transition to Post-Secondary Education classes	\$ 10,000.00
Memorial Assistance Ministries 1625 Blalock Houston, TX 77080	N/A	PC	(Operating) Toward meeting the needs of northwest Houston families living in poverty and empowering them to become financially stable	\$ 15,000.00
Montgomery County Women's Center 1401 Airport Road Conroe, TX 77301	N/A	PC	(Operating) Toward providing all family and sexual violence survivors with safe refuge and advocacy as they reclaim a sense of control while maintaining their dignity	\$ 25,000.00
Montrose Center, The 401 Branard Street, 2nd Floor Houston, TX 77006	N/A	PC	(Program) Toward empowering LGBTQ youth through the Hatch Youth program, and reducing LGBTQ youth homelessness under the NEST initiative	\$ 25,000.00
Montrose Grace Place, INC 2515 Waugh Drive Houston, TX 77006	N/A	PC	(Operating) Toward providing a safe, welcoming environment for vulnerable homeless youth of all sexualities and genders, providing nourishment, healthy relationships, and hope for the future	\$ 1,000.00
Montrose Grace Place, INC 2515 Waugh Drive Houston, TX 77006	N/A	PC	(Operating) Toward providing a safe, welcoming environment for vulnerable homeless youth of all sexualities and genders, providing nourishment, healthy relationships, and hope for the future	\$ 1,500.00
Montrose Grace Place, INC 2515 Waugh Drive Houston, TX 77006	N/A	PC	(Operating) Toward a weekly drop-in center that provides a hot meal, mentorship, and resources for homeless youth of all sexualities and gender identities	\$ 10,000.00
New Hope Housing, Inc 1117 Texas Avenue Houston, TX 77002	N/A	PC	(Operating) Toward providing life-stabilizing, affordable, permanent housing with support services for people who live on limited incomes	\$ 10,000.00
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090-3651	N/A	PC	(Operating) Toward helping people to self-sufficiency through support and services in northwest Harris County	\$ 20,000.00

**Part XV, Line 3(a), Page 10, Form 990PF**

Name and address (home or business)	Relationship to any foundation manager or substantial	Foundation status of Recipient	Purpose of grant or contribution	Amount
Plant It Forward 4030 Willowbend Houston, TX 77025	N/A	PC	(Operating) Toward empowering refugee farmers to operate urban farms in order to earn a living wage growing and selling local produce	\$ 20,000 00
ProUnitas Inc 4802 Lockwood Drive Houston, TX 77026	N/A	PC	(Operating) Toward organizing and connecting opportunity youth (16-24yrs) in the Kashmere Community to a coalition of workforce development providers	\$ 25,000 00
Salvation Army Metropolitan Houston Area Command, The 1500 Austin Street Houston, TX 77002	N/A	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 00
Salvation Army Metropolitan Houston Area Command, The 1500 Austin Street Houston, TX 77002	N/A	PC	(Program) Toward YARC snacks, incentives and stipends for youth	\$ 5,000 00
Salvation Army Metropolitan Houston Area Command, The 1500 Austin Street Houston, TX 77002	N/A	PC	(Program) Toward YARC snacks, incentives and stipends for youth	\$ 2,500 00
SEARCH 2015 Congress Ave Houston, TX 77002	N/A	PC	(Operating) Toward ending homelessness in Houston	\$ 25,000 00
True Colors Fund 330 West 38th Street, Suite 405 New York, NY 10018	N/A	PC	Conference Sponsorship	\$ 2,500 00
University of Houston - C T Bauer College of Business 4750 Calhoun Road, 334 Melcher Hall, 380-E Houston, TX 77204-6021	N/A	PC	(Operating) Toward a new staff position for the SURE™ Program – which serves aspiring underserved and diverse entrepreneurs, including women and veterans	\$ 20,000 00
YWCA of Houston 6309 Martin Luther King Jr Blvd Houston, TX 77021	N/A	PC	(Program) Toward six emergency shelter beds for chronically homeless young women ages 18-24	\$ 25,000 00

\$ 3,071,500 00