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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation▶ Do not enter social security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation <b>THE VIRGINIA AND L.E. SIMMONS FOUNDATION</b>		A Employer identification number <b>76-0453177</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>6600 J.P. MORGAN CHASE TOWER</b>	Room/suite	B Telephone number (see instructions) <b>(713)227-7888</b>
City or town, state or province, country, and ZIP or foreign postal code <b>HOUSTON, TX 77002-3007</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>13,837,761</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

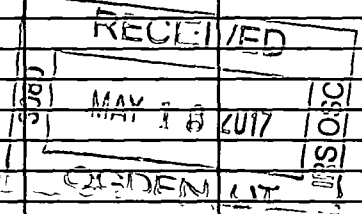
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,526,585			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	20	20		ATCH 1
	4 Dividends and interest from securities	66,408	66,408		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	107,838			
	b Gross sales price for all assets on line 6a	143,833			
	7 Capital gain net income (from Part IV, line 2)		107,838		
	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) ATCH 3	(3)	(3)		
	12 Total. Add lines 1 through 11	2,700,848	174,263		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	8,525			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	150	150		
	24 Total operating and administrative expenses. Add lines 13 through 23	8,675	150		
	25 Contributions, gifts, grants paid	134,550			134,550
	26 Total expenses and disbursements. Add lines 24 and 25	143,225	150		134,550
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,557,623			
	b Net investment income (if negative, enter -0-)		174,113		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

Cat. No. 11289X

Form **990-PF** (2016)

SCANNED MAY 25 2017



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**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
<b>Assets</b>	1 Cash—non-interest-bearing . . . . .	79,196	146,717	146,717
	2 Savings and temporary cash investments . . . . .			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ ATCH 6 Less: allowance for doubtful accounts ▶	21,821	21,821	21,821
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) . ATCH 7	758,511	1,549,466	13,640,144
	c Investments—corporate bonds (attach schedule) . . . . .			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . . ATCH 8	31,701	42,534	29,080
	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) . . . . .	891,229	1,760,538	13,837,761	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .	300,000	300,000	
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	300,000	300,000		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <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</b> ▶ <input type="checkbox"/> <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 . . . . .	591,229	1,460,538	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	591,229	1,460,538	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	891,229	1,760,538	

**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	591,229
2 Enter amount from Part I, line 27a . . . . .	2	2,557,623
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	3,148,852
5 Decreases not included in line 2 (itemize) ▶ ATCH 10	5	1,688,315
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,460,538

**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>1a SEE PART IV SCHEDULE</b>				
<b>b</b>				
<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>				
<b>b</b>				
<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				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<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>	<b>107,838</b>
<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.

(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	2,735,146	8,823,660	0.309979
2014	1,517,433	14,284,803	0.106227
2013	1,246,074	13,582,355	0.091742
2012	1,276,130	7,953,793	0.160443
2011	1,109,524	9,560,615	0.116052
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.784442
<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> 0.156888
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 7,960,687
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,248,940
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,741
<b>7</b> Add lines 5 and 6			<b>7</b> 1,250,681
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 134,550

**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 type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		3,482
<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>		3,482
<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>		3,482
<b>6</b>	Credits/Payments:			
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	2,284	
<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>		2,284
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input 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>9</b>		1,198
<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>10</b>		
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<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>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>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<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>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>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>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <b>TEXAS</b>		
<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>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>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11	✓
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12	✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	✓
14 The books are in care of ▶ ANTHONY DELUCA Telephone no. ▶ (713)227-7888 Located at ▶ 6600 J.P. MORGAN CHASE TOWER HOUSTON, TX ZIP+4 ▶ 77002-3007		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15		
16 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	✓

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	✓
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? . . . . .	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . .	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) . . . . .	3b	✓
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	✓

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11				

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

**1 NOT APPLICABLE****2****3****4****Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

**1****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.)

<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>	7,984,337
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	97,578
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	8,081,916
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<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>	8,081,916
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	121,229
<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>	7,960,687
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	398,034

**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>	398,034
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5 . . . . .	<b>2a</b>	3,482
<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>	3,482
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	394,552
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	394,552
<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>	394,552

**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>	134,550
<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>	134,550
<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>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	134,550

**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 . . . . .				<b>394,552</b>
<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 . . . . .	659,447			
<b>b</b> From 2012 . . . . .	880,000			
<b>c</b> From 2013 . . . . .	593,844			
<b>d</b> From 2014 . . . . .	807,442			
<b>e</b> From 2015 . . . . .	2,319,251			
<b>f</b> Total of lines 3a through e . . . . .	5,259,984			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ► \$ 134,550				
<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) . . . . .				
<b>d</b> Applied to 2016 distributable amount . . . . .				134,550
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<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).)	260,002			260,002
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	4,999,982			
<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 . . . . .				
<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) . . . . .	399,445			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	4,600,537			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012 . . . . .	880,000			
<b>b</b> Excess from 2013 . . . . .	593,844			
<b>c</b> Excess from 2014 . . . . .	807,442			
<b>d</b> Excess from 2015 . . . . .	2,319,251			
<b>e</b> Excess from 2016 . . . . .	0			

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<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 $\frac{2}{3}$ 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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)

**1 Information Regarding Foundation Managers:**

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

**L.E. SIMMONS & VIRGINIA W. SIMMONS**

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

**N/A**

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

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

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

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

**c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  SEE ATTACHMENT 12			SEE ATTACHMENT 12	134,550
<b>Total</b>			<b>3a</b>	134,550
<b>b Approved for future payment</b>  SEE ATTACHMENT 13			SEE ATTACHMENT 13	370,001
<b>Total</b>			<b>3b</b>	370,001



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

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

Signature of officer or trustee: [Signature] Date: 5/12/2017 Title: SECRETARY / TREASURER

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

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

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2016**

Name of the organization

THE VIRGINIA AND L.E. SIMMONS FOUNDATION

Employer identification number

76-0453177

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
----------------------	--------------------------------

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	L.E. SIMMONS & ASSOCIATES, INC. 6600 JP MORGAN CHASE TOWER HOUSTON, TX 77002-3007	\$ 100,060	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	LESFP, LTD. 6600 JP MORGAN CHASE TOWER HOUSTON, TX 77002-3007	\$ 46,292	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	L.E. & VIRGINIA W. SIMMONS 6600 JP MORGAN CHASE TOWER HOUSTON, TX 77002	\$ 2,380,233	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization	Employer identification number
----------------------	--------------------------------

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	SEE ATTACHMENT 14	\$ 100,060	08/29/2016
2	SEE ATTACHMENT 14	\$ 46,292	09/28/2016
3	SEE ATTACHMENT 14	\$ 2,380,233	12/29/2016
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
----------------------	--------------------------------

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

PART IV DETAIL

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

Description	Property Type	No. of Shares	Date Acquired	Date Sold	P or D	Cost Basis	Sales Proceeds	Gain/(Loss)
QUESTAR CORP	Securities	3,000	7/27/2001	9/19/2016	D	11,650	75,000	63,350
QUESTAR CORP	Securities	1,000	7/27/2001	9/19/2016	D	3,882	25,000	21,119
SAB MILLER	Securities	400	3/21/2012	10/19/2016	D	16,530	21,916	5,386
SAB MILLER	Securities	400	5/9/2012	10/19/2016	D	16,063	21,916	5,853
FNB Corp K-1 - Net Short-Term Capital Gain(Loss)						n/a	n/a	1
FNB Corp K-1 - Net Long-Term Capital Gain(Loss)						n/a	n/a	5
Mack Partners K-1 - Net Short-Term Capital Gain(Loss)						n/a	n/a	(6,178)
Mack Partners K-1 - Net Long-Term Capital Gain(Loss)						n/a	n/a	18,302
Total Gain/(Loss)								107,838

**ATTACHMENT 1**

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

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch	20	20
<b>Total</b>	<b>20</b>	<b>20</b>

**ATTACHMENT 2**

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

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch	65,468	65,468
FNB Corp	19	19
Mack Partners	921	921
<b>Total</b>	<b>66,408</b>	<b>66,408</b>

**ATTACHMENT 3**

**FORM 990PF, PART I - OTHER INCOME**

Description	Revenue and Expenses Per Books	Net Investment Income
Income from S Corporation & Partnerships*	(3)	(3)
<b>Total</b>	<b>(3)</b>	<b>(3)</b>

**\*Income Details**

	FNB Corp	Mack Partners
Ordinary business income	2,120	
Net rental real estate income	89	
Deductions related to portfolio income		(688)
Interest expense on investment debts		(1,524)
Net Income	2,209	(2,212)
<b>Total</b>		<b>(3)</b>

**ATTACHMENT 4**

**FORM 990PF, PART I - TAXES**

Description	Revenue and Expenses Per Books
Excise Taxes	8,525
Total	<b>8,525</b>

**ATTACHMENT 5**

**FORM 990PF, PART I - OTHER EXPENSES**

Description	Revenue and Expenses Per Books	Net Investment Income
Merrill Lynch Investment Fees	150	150
<b>Total</b>	<b>150</b>	<b>150</b>



**ATTACHMENT 6**

**FORM 990PF, PART II - OTHER NOTES RECEIVABLE**

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

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

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

**ATTACHMENT 7**

**FORM 990PF, PART II - CORPORATE STOCK**

Description	Number of Shares	Ending Book Value	Ending FMV
CIVEO CORP SHS	92,788	251,455	204,134
OIL STS INTL INC DEL COM	19,000	52,849	741,000
SUPERIOR ENERGY SVCS INC	62,000	4,334	1,046,560
ZION BANCORP	215,098	440,269	9,257,818
HOME DEPOT	1,500	61,750	201,120
MCDONALDS	2,500	149,931	304,300
NOVO NORDISK	15,000	84,288	537,900
PHILLIPS 66	1,250	36,131	108,013
WALGREENS	3,300	147,178	273,108
3M	5,300	310,867	946,421
FNB Bancorp *	1,846	10,413	19,771
<b>Total</b>		<b>1,549,466</b>	<b>13,640,144</b>

\* Change in FNB Corp book value:

Beginning book value		9,604
Changes during 2015		
Ordinary business income	2,120	
Net rental real estate income	89	
Ordinary dividends	19	
Net short-term capital gain(loss)	1	
Net long-term capital gain(loss)	5	
Cash Distribution	(1,425)	
Current year increase (decrease)		809
Ending Book Value		10,413

**ATTACHMENT 8**

**FORM 990PF, PART II - INVESTMENTS - OTHER**

Description	Ownership	Beginning Book Value	Ending Book Value	Ending FMV
Mack Partners Ltd.*	2.40%	31,701	42,534	29,080
<b>Total</b>		<b>31,701</b>	<b>42,534</b>	<b>29,080</b>

**\*Change in Book Value:**

Beginning Book Value	31,701
Changes during 2014	
Ordinary dividends	921
Net short-term capital gain(loss)	(6,178)
Net short-term capital gain(loss)	18,302
Deductions related to portfolio income	(688)
Interest expense on investment debts	(1,524)
Current year increase (decrease)	10,833
Ending Book Value	42,534

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

**ATTACHMENT 9**

**FORM 990PF, PART II - LOANS FROM OFFICERS**

Name of Lender:	L E Simmons
Title of Lender:	President
Loan amount & date:	8/14/2015      \$      100,000
	11/3/2015      \$      200,000
	<u>                    </u>
	\$      300,000
Maturity date:	12/31/2017
Repayment terms:	Total balance due at end of term. The note may be prepaid in whole or in part at any time without penalty.
Interest rate:	None
Security provided:	Promissory Note
Purpose of the note:	To maintain the foundation's daily operations
Description and FMV of consideration:	Beginning Balance Due      None
	Ending Balance Due      \$      300,000
	<u>                                    </u>
	Ending FMV      \$      300,000
	<u>                                    </u>

**ATTACHMENT 10**

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

Description	Amount
Precontribution gain on securities contributed to foundation in 2016	1,688,315
<b>Total</b>	<b><u>1,688,315</u></b>

**ATTACHMENT 11**

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

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

ATTACHMENT 12

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

Recipient Name	Address	If Recipient Is an Individual, Relationship to Foundation Manager or Substantial Contributor		Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
		Individual	Relationship to Foundation Manager or Substantial Contributor			
Archway Academy	P O Box 4356, Dept #1307 Houston, TX 77210-4356		N/A	Public	to support education	500 00
Boy Scouts of America (Sam Houston Area Council)	1911 Bagby Houston, Texas 77052		N/A	Public	Provides programs for youth	27,666 67
Community Foundation of Jackson Hole	245 East Simpson Street Jackson, WY 83001		N/A	Public	to support the community of Jackson Hole, WY	2,500 00
Covenant House Texas	1111 Lovett Blvd Houston, TX 77006		N/A	Public	providing shelter, food and clothing and medical assistance to troubled youth in the Houston, TX area	1,000 00
East High Cheerleading	840 S 1300 E Salt Lake City, UT 84102		N/A	Public	to assist in reaching their academic goals	150 00
Fuller Craft Museum	455 Oak Street Brockton, MA 02301		N/A	Public	to support the arts	1,250 00
Hope & Hearing Center & Institute	717 Sage Road Houston, TX 77056		N/A	Public	mental health resource dedicated to transforming lives and restoring hope through education, training, and supportive services	500 00
Houston Parks Board	300 North Post Oak Lane Houston, TX 77024		N/A	Private	to assist in the ongoing renovations to Houston's parks systems within the city limits	10,000 00
Interfaith Ministries for Greater Houston	3303 Main Street Houston, TX 77002		N/A	Public	to bring people of diverse faith traditions together for dialogue, collaboration, and service, as a demonstration of our shared beliefs	500 00
JDRF Ride to Cure Diabetes	Minn Dakota Chapter 3001 Metro Drive #100 Bloomington, MN 55425		N/A	Public	research to fund eliminating type 1 diabetes	500 00
National Multiple Sclerosis	8111 North Stadium Drive, Ste 100 Houston, TX 77054		N/A	Public	assist Americans living with MS, fund promising research and advocate for change	350 00
Reasoning Mind	2000 Bering Dr, Suite 300 Houston, Texas 77057		N/A	Public	to support education	10,000 00
Rice University - The Baker Institute	P O Box 1892 Houston, Texas 77251		N/A	Public	to support public policy	8,333 33
Rice University - Kinder Institute for Urban Research	6100 Main Street MS-208 Houston, Texas 77005		N/A	Public	to support education	5,000 00
Stanford University	450 Serra Mall Stanford, CA 94305-2004		N/A	Public	Knight Hennessy Scholarship Program	29,500 00
Texas 4000 for Cancer	901 South Mopac Expressway Austin, TX 78746		N/A	Public	supporting cancer research	
Texas Children's Hospital	P O Box 300630, Ste 5214 Houston, TX 77230-0630		N/A	Public	supporting pediatric health care	300 00
The Center	3550 W Dallas Houston, Texas 77019		N/A	Public	promotes the pursuit of choice, growth, and personal independence for adults with intellectual and developmental disabilities	20,000 00
The Children's Fund	5773 Woodway Drive #189 Houston, Texas 77057		N/A	Public	to provide food for the children of Harris County	500 00
Woodrow Wilson Center	1 East Greenway Plaza, Ste 225 Houston, TX 77046		N/A	Public	The Award for Corporate Citizenship is bestowed on those executives who, by their examples and their business practices, have shown a deep concern for the common good beyond the bottom line	16,000 00
TOTAL CONTRIBUTION PAID DURING THE YEAR						134,550.00

**ATTACHMENT 13**

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

Recipient Name	Address	If Recipient is an		Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
		Individual, Relationship to Foundation Manager or Substantial Contributor	Substantial Contributor			
Buffalo Bayou Partnership	1113 Vine Street, Ste 215 Houston, Texas 77002		N/A	Public	redevelopment and stewardship of Buffalo Bayou	60,001.00
Houston Methodist & Texas Children's Hospital	1707 Sunset Blvd. Houston, TX 77005 P. O. Box 300630, Ste 5214 Houston, TX		N/A	Public	to support virus detection and surveillance Research; supporting pediatric health care	200,000.00
The Center Foundation	3550 W. Dallas Houston, Texas 77019		N/A	Public	promotes the pursuit of choice, growth, and personal independence for adults with intellectual and developmental disabilities.	60,000.00
Boys Scouts	1911 Bagby Houston, Texas 77052		N/A	Public	Provides programs for youth	5,000.00
Woodrow Wilson Institute	1 East Greenway Plaza, Ste 225 Houston, TX 77046		N/A	Public	The Award for Corporate Citizenship is bestowed on those executives who, by their examples and their business practices, have shown a deep concern for the common good beyond the bottom line.	45,000.00

**TOTAL APPROVED FOR FUTURE PAYMENT 370,001.00**



**ATTACHMENT 14**

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

Property Description	Contributor No.	Fair Market Value Per Books	Donor's Cost Basis
4,000 shs QUESTAR CORP	1	100,060	15,531
<b>Total non-cash contribution from contributor 1</b>		<b>100,060</b>	<b>15,531</b>
800 shs SAB MILLER	2	46,292	32,594
<b>Total non-cash contribution from contributor 2</b>		<b>46,292</b>	<b>32,594</b>
1500 shs HOME DEPOT	3	202,860	61,750
2500 shs MCDONALDS	3	307,650	149,931
15,000 shs NOVO NORDISK	3	538,950	84,288
1,250 shs PHILLIPS 66	3	108,656	36,131
3,300 shs WALGREENS	3	275,616	147,178
5,300 shs 3M	3	946,501	310,867
<b>Total non-cash contribution from contributor 3</b>		<b>2,380,233</b>	<b>790,145</b>