

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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2017

Open to Public  
Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

<p>Name of foundation The Simmons Foundation</p> <p>Number and street (or P O box number if mail is not delivered to street address) 109 N Post Oak Lane</p> <p>City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77024</p> <p><b>G</b> Check all that apply    <input type="checkbox"/> Initial return    <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Final return    <input type="checkbox"/> Amended return  <input type="checkbox"/> Address change    <input type="checkbox"/> Name change</p> <p><b>H</b> Check type of organization    <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation  <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust    <input type="checkbox"/> Other taxable private foundation</p> <p><b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,825,652</p>		<p><b>A</b> Employer identification number 76-0398915</p> <p><b>B</b> Telephone number (see instructions) (713) 580-1800</p> <p><b>C</b> If exemption application is pending, check here ► <input type="checkbox"/></p> <p><b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/>  2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
		<p><b>J</b> Accounting method    <input checked="" type="checkbox"/> Cash    <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>			
<p><b>Part I</b> <b>Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</p>		<p><b>(a)</b> Revenue and expenses per books</p>	<p><b>(b)</b> Net investment income</p>	<p><b>(c)</b> Adjusted net income</p>	<p><b>(d)</b> Disbursements for charitable purposes (cash basis only)</p>
<p>1 Contributions, gifts, grants, etc, received (attach schedule)</p> <p>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments</p> <p>4 Dividends and interest from securities</p> <p>5a Gross rents</p> <p>b Net rental income or (loss)</p> <p>6a Net gain or (loss) from sale of assets not on line 10</p> <p>b Gross sales price for all assets on line 6a 1,741,610</p> <p>7 Capital gain net income (from Part IV, line 2)</p> <p>8 Net short-term capital gain</p> <p>9 Income modifications</p> <p>10a Gross sales less returns and allowances</p> <p>b Less Cost of goods sold</p> <p>c Gross profit or (loss) (attach schedule)</p> <p>11 Other income (attach schedule)</p> <p>12 <b>Total.</b> Add lines 1 through 11</p>		<p>4,465,420</p> <p></p> <p>1,216</p> <p>71,340</p> <p></p> <p></p> <p>24,731</p> <p></p> <p></p> <p>24,731</p> <p></p> <p></p> <p>34,856</p> <p>4,597,563</p>	<p></p> <p></p> <p>1,216</p> <p>71,340</p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p>34,856</p> <p>132,143</p>	<p></p>	<p></p>
<p>13 Compensation of officers, directors, trustees, etc</p> <p>14 Other employee salaries and wages</p> <p>15 Pension plans, employee benefits</p> <p>16a Legal fees (attach schedule)</p> <p>b Accounting fees (attach schedule)</p> <p>c Other professional fees (attach schedule)</p> <p>17 Interest</p> <p>18 Taxes (attach schedule) (see instructions)</p> <p>19 Depreciation (attach schedule) and depletion</p> <p>20 Occupancy</p> <p>21 Travel, conferences, and meetings</p> <p>22 Printing and publications</p> <p>23 Other expenses (attach schedule)</p> <p>24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23</p> <p>25 Contributions, gifts, grants paid</p> <p>26 <b>Total expenses and disbursements.</b> Add lines 24 and 25</p> <p>27 Subtract line 26 from line 12</p> <p>a <b>Excess of revenue over expenses and disbursements</b></p> <p>b <b>Net investment income</b> (if negative, enter -0-)</p> <p>c <b>Adjusted net income</b> (if negative, enter -0-)</p>		<p>142,413</p> <p>248,364</p> <p>69,381</p> <p></p> <p>3,000</p> <p>69,764</p> <p></p> <p>2,445</p> <p></p> <p>35,973</p> <p></p> <p>37,733</p> <p>609,073</p> <p>3,894,520</p> <p>4,503,593</p> <p>93,970</p>	<p></p> <p></p> <p></p> <p></p> <p>1,500</p> <p>28,066</p> <p></p> <p>1,445</p> <p></p> <p></p> <p></p> <p></p> <p>31,011</p> <p></p> <p>31,011</p> <p></p>	<p></p>	<p>142,413</p> <p>248,364</p> <p>69,381</p> <p></p> <p>1,500</p> <p>41,698</p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p>577,062</p> <p>3,894,520</p> <p>4,471,582</p>

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		589,653	1,521,811	1,521,811
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►		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		1,662	7,342	7,342
	10a Investments—U S and state government obligations (attach schedule)			249,795	250,000
	b Investments—corporate stock (attach schedule)		3,337,937	2,859,331	4,297,166
	c Investments—corporate bonds (attach schedule)		461,182	465,475	447,035
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		850,000	302,298	302,298
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► _____)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		5,312,082	5,406,052	6,825,652
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► _____)				
	23 Total liabilities (add lines 17 through 22)				0
Net Assets or Fund Balances	<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		5,312,082	5,406,052	
	30 Total net assets or fund balances (see instructions)		5,312,082	5,406,052	
	31 Total liabilities and net assets/fund balances (see instructions)		5,312,082	5,406,052	

**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	5,312,082
2 Enter amount from Part I, line 27a	2	93,970
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	5,406,052
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	5,406,052

**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> Publicly traded securities					
<b>b</b> Capital gain distributions					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)		
<b>a</b> 1,737,899		1,716,879	21,020		
<b>b</b> 3,711			3,711		
<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			<b>(i)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any			
<b>a</b>			21,020		
<b>b</b>			3,711		
<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>	24,731	
<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

 Yes  No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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))
2016	3,555,541	5,694,912	0 62434
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
<b>2</b> Total of line 1, column (d)			2 719387
<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			0 543877
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			6,339,526
<b>5</b> Multiply line 4 by line 3			3,447,922
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			1,011
<b>7</b> Add lines 5 and 6			3,448,933
<b>8</b> Enter qualifying distributions from Part XIII, line 4			4,471,582

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)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	1,011
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 2b	1	1,011
c	All other domestic foundations enter 2% of line 2b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,011
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	1,011
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,905
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	3,905
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	2,894
11	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> ►	2,894	Refunded ►
		11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> <li>By language in the governing instrument, or</li> <li>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?</li> </ul>	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	►TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	No

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11  No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions). 12  No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► [www.thesimmonsfoundation.org](http://www.thesimmonsfoundation.org) 13  Yes

14 The books are in care of ► Rebecca C Young Telephone no ► (713) 580-1800

Located at ► 109 N Post Oak Ln Ste 220 Houston TXZIP+4 ► 77024

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 15

16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16  Yes  No

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►

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

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?  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  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)?  Yes  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).  Yes  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)? Organizations relying on a current notice regarding disaster assistance check here. ► 1b  No

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? 1c  No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_  Yes  No

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) 2b  No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No

b If "Yes," did it have excess business holdings in 2017 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 2017). 3b  No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a  No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b  No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .			5b	No
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►	<input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53 4945-5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			6b	No
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			7b	No

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

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

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
Kay Davis 109 N Post Oak Lane 220 Houston, TX 77024	Grants Coordinator 40 00	62,980	9,488	
Christina Gorczynski 109 N Post Oak Lane 220 Houston, TX 77024	Program Officer 40 00	85,399	12,157	
Kelli King Jackson 109 N Post Oak Lane 220 Houston, TX 77024	Program Officer 40 00	99,984	3,981	

**Total number of other employees paid over \$50,000. . . . .****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

**Total number of others receiving over \$50,000 for professional services. . . . .****Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	
2	
3	
4	

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	5,553,335
b	Average of monthly cash balances. . . . .	1b	882,732
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	6,436,067
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	6,436,067
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	96,541
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,339,526
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	316,976

**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ►  and do not complete this part )

1	Minimum investment return from Part X, line 6. . . . .	1	316,976
2a	Tax on investment income for 2017 from Part VI, line 5. . . . .	2a	1,011
b	Income tax for 2017 (This does not include the tax from Part VI). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,011
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	315,965
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	315,965
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	315,965

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	4,471,582
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,471,582
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	1,011
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	4,470,571
<b>Note:</b> 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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				315,965
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012. . . . .	3,326,588			
b From 2013. . . . .	3,465,760			
c From 2014. . . . .	3,147,912			
d From 2015. . . . .	3,289,305			
e From 2016. . . . .	3,274,203			
f Total of lines 3a through e. . . . .	16,503,768			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 4,471,582				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2017 distributable amount. . . . .				315,965
e Remaining amount distributed out of corpus	4,155,617			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,659,385			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	3,326,588			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	17,332,797			
10 Analysis of line 9				
a Excess from 2013. . . . .	3,465,760			
b Excess from 2014. . . . .	3,147,912			
c Excess from 2015. . . . .	3,289,305			
d Excess from 2016. . . . .	3,274,203			
e Excess from 2017. . . . .	4,155,617			

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

**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	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 State and zip code for efilings purposes, TX 77024			See attachment	3,894,520
<b>Total . . . . .</b>			► 3a	3,894,520
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	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	a						
	b						
	c						
	d						
	e						
	f						
	<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		1,216	
<b>4</b> Dividends and interest from securities.				14		71,340	
<b>5</b> Net rental income or (loss) from real estate	a Debt-financed property.						
	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		24,731	
<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	a Partnership Income				14		34,856
	b						
	c						
	d						
	e						
<b>12</b> Subtotal Add columns (b), (d), and (e).						132,143	
<b>13</b> Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations )					13		132,143

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

## Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
<b>1a(1)</b>		<b>No</b>
<b>1a(2)</b>		<b>No</b>
<b>1b(1)</b>		<b>No</b>
<b>1b(2)</b>		<b>No</b>
<b>1b(3)</b>		<b>No</b>
<b>1b(4)</b>		<b>No</b>
<b>1b(5)</b>		<b>No</b>
<b>1b(6)</b>		<b>No</b>
<b>1c</b>		<b>No</b>

a Transfers from the reporting foundation to a noncharitable exempt organization of

### **b Other transactions**

(1) Sales of assets to a noncharitable exempt organization. . . . .	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization. . . . .	1b(2)	No
(3) Rental of facilities, equipment, or other assets. . . . .	1b(3)	No
(4) Reimbursement arrangements. . . . .	1b(4)	No
(5) Loans or loan guarantees. . . . .	1b(5)	No
(6) Performance of services or membership or fundraising solicitations. . . . .	1b(6)	No

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule

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

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

\* \* \* \* \*

2018-11-14

\* \* \* \* :

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

**Signature of officer or trustee**

Date

✓ Title

**Sign  
Here**

**Paid  
Preparer  
Use Only**

(see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
<b>Paid Preparer Use Only</b>	Print/Type preparer's name  Jody Blazek	Preparer's Signature	Date	Check if self-employed ► <input checked="" type="checkbox"/>	
	Firm's name ► Blazek & Vetterling				Firm's EIN ► 76-0269860
	Firm's address ► 2900 Weslayan 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	(b) Title, and average hours per week (c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, (f) 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	VP / Director 1 00	0	
Amanda J Cloud  109 N Post Oak Lane Ste 220 Houston, TX 77024	Pres/CEO 40 00	142,413	16,287
Betty K Mathis  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	Director 4 00	0	

## TY 2017 Accounting Fees Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 17005038

**Software Version:** 2017v2.2

## Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax compliance	3,000	1,500	0	1,500

## TY 2017 Investments Government Obligations Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 17005038

**Software Version:** 2017v2.2

**US Government Securities - End  
of Year Book Value:**

249,795

**US Government Securities - End  
of Year Fair Market Value:**

250,000

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2017 Investments - Other Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 17005038

**Software Version:** 2017v2.2

### Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
275 The Weatherlow Offshore Fd I Ltd IA	AT COST	302,298	302,298

## TY 2017 Other Expenses Schedule

**Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 17005038**Software Version:** 2017v2.2

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Education expenses	11,653			11,653
Information technology	5,273			5,273
Insurance	5,440			5,440
Membership fees	9,755			9,755
Office expense	859			859
Student awards	900			900
Subscriptions	255			255
Telephone expense	3,598			3,598

## TY 2017 Other Income Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 17005038

**Software Version:** 2017v2.2

## Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership Income	34,856	34,856	

## TY 2017 Other Professional Fees Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 17005038

**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Consulting fees	41,698	0	0	41,698
Investment advisory fees	28,066	28,066	0	0

## TY 2017 Taxes Schedule

**Name:** The Simmons Foundation

**EIN:** 76-0398915

**Software ID:** 17005038

**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Excise tax	1,000			
Foreign tax	1,445	1,445		

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

OMB No 1545-0047

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

**2017****Name of the organization**  
The Simmons Foundation**Employer identification number**  
76-0398915**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 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> 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).

<b>Name of organization</b> The Simmons Foundation		<b>Employer identification number</b> 76-0398915	
<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	\$ 3,189,920	Person <input checked="" type="checkbox"/>
	Houston, TX 77024		Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Redstone Group Ltd 109 N Post Oak Lane Ste 220	\$ 1,275,500	Person <input checked="" type="checkbox"/>
	Houston, TX 77024		Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )

**Name of organization**  
The Simmons Foundation

**Employer identification number**

76-0398915

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

<b>(a)</b> No. from Part I	<b>(b)</b> Description of noncash property given	<b>(c)</b> FMV (or estimate) <small>(See instructions)</small>	<b>(d)</b> Date received
<b>(a)</b> No. from Part I	<b>(b)</b> Description of noncash property given	<b>(c)</b> FMV (or estimate) <small>(See instructions)</small>	<b>(d)</b> Date received
<b>(a)</b> No. from Part I	<b>(b)</b> Description of noncash property given	<b>(c)</b> FMV (or estimate) <small>(See instructions)</small>	<b>(d)</b> Date received
<b>(a)</b> No. from Part I	<b>(b)</b> Description of noncash property given	<b>(c)</b> FMV (or estimate) <small>(See instructions)</small>	<b>(d)</b> Date received
<b>(a)</b> No. from Part I	<b>(b)</b> Description of noncash property given	<b>(c)</b> FMV (or estimate) <small>(See instructions)</small>	<b>(d)</b> Date received
<b>(a)</b> No. from Part I	<b>(b)</b> Description of noncash property given	<b>(c)</b> FMV (or estimate) <small>(See instructions)</small>	<b>(d)</b> Date received

**Name of organization**  
The Simmons Foundation

**Employer identification number**

76-0398915

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

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

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

		<b>Book Value</b>	<b>FMV</b>
710	Abbott Laboratories	33,920	40,520
415	Adobe Systems Inc.	33,953	72,725
327	Alexion Pharmaceuticals Inc	45,308	39,106
615	Alibaba Group Holding Ltd	53,875	106,044
109	Allergan PLC	28,145	17,830
139	Alphabet Inc. Cap Stk Cl A	70,458	146,423
16	Alphabet Inc. Cap Stk Cl C	5,369	16,742
650	American International Group Inc.	36,470	38,727
945	Anadarko Petroleum Corp	52,620	50,690
2,075	Arconic Inc	50,715	56,544
400	Carmax Inc.	19,986	25,652
1,575	CBRE Group Inc. Cl A	42,803	68,213
1,115	Charles Schwab Corp New	36,309	57,278
975	Citigroup Inc.	50,161	72,550
650	Comcast Corp	19,248	26,033
1,625	Commscope Hldg Co Inc.	56,368	61,474
240	Dollar Tree Inc.	19,465	25,754
406	Electronic Arts Inc.	31,718	42,654
9,423	ExxonMobil	321,230	788,140
600	Facebook Inc. Cl A	53,084	105,876
100	Fedex Corp	7,660	24,954
3,875	Fiat Chrysler Automobiles	28,999	69,130
2,395	General Electric Co	63,392	41,793
1,350	General Motors Company	49,906	55,337
22,610	Harding Loevner Funds Inc.	357,921	515,058
670	HCA Hldgs Inc.	49,618	58,853
375	Howard Hughes Corp Com	40,842	49,226
1,225	Intel Corp	38,696	56,546
2,225	Interpublic Group of Cos Inc	48,469	44,856
525	JP Morgan Chase & Co	32,533	56,144
270	Kansas City Southn Com New	24,653	28,408
21,519	Lazard FDS	310,489	337,847
775	Liberty Broadband Corp Com Ser C	36,808	65,999
1,850	Liberty Interactive Corporation	51,403	45,177
660	Microsoft Corp	46,129	56,456
931	Monster Beverage Corporation New	39,650	58,923
669	Norwegian Cruise Line Hldgs Ltd	36,487	35,624
950	Oracle Corporation	30,032	44,916
445	Paypal Hldgs Inc Com	19,918	32,761
31	Priceline.com Inc. New	36,900	53,870
155	Regeneron Pharmaceuticals Inc	62,947	58,274
260	Rockwell Collins Inc	27,595	35,261
535	Royal Caribbean Cruises Ltd	42,781	63,815

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

		<b>Book Value</b>	<b>FMV</b>
4,655	Sirius XM Hldgs Inc.	19,661	24,951
600	TE Connectivity Ltd	43,651	57,024
2,435	Tencent Holdings Limited	25,595	126,425
530	Toronto Dominion Bk Ont Com	29,048	31,047
1,219	Visa Inc.	68,923	138,990
1,145	Wells Fargo & Co	62,995	69,467
170	Wynn Resorts Ltd	18,192	28,660
1,005	Zoetis Inc. Cl A	46,233	72,400
Total Corporate Stock		<b><u>2,859,331</u></b>	<b><u>4,297,166</u></b>

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

43,528	Pimco Total Return Fund Istl Cl	465,475	447,035
		<b><u>465,475</u></b>	<b><u>447,035</u></b>

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
ABA FJE/Children's Immigration Law Academy 1303 San Jacinto St Room 940 Houston Texas 77002	N/A	PC	(Program) Toward enhancing the legal representation of vulnerable immigrant children in Texas by building capacity for non-profit and pro bono attorneys	\$ 50,000.00
Alliance for Justice 11 Dupont Circle NW Suite 200 Washington DC 20036	N/A	PC	(Program) Toward advancing the advocacy capacity of the Simmons Foundation and grantees by providing training and tools to help effectively shape public policy and better serve their constituents	\$ 50,000.00
Antena c/o Fe Y Justicia Worker Center 1805 West Alabama St 2nd Floor Houston Tx 77098	N/A	PC	(Program) Toward a translating, interpreting, and language justice collaborative	\$ 1,500.00
BakerRipley 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
Bonding Against Adversity, Inc 10202 Ripple Lake Dr Houston TX 77065	N/A	PC	(Program) Toward supporting the education assistance program for Lawful Permanent Residents to become U S citizens	\$ 30,000.00
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
Center for Success and Independence. The 3722 Pinemont Drive Houston Texas 77018	N/A	PC	(Program) Toward the "Trauma Treatment Program" -- an inpatient program providing treatment for youth with a history of trauma including human trafficking	\$ 50,000.00
Chinese Community Center 9800 Town Park Drive Houston TX 77036	N/A	PC	(Operating) Toward empowering Asian Americans and immigrants to participate in civic engagement, understand their legal rights, and achieve financial resilience	\$ 20,000.00
Fifth Ward Community Redevelopment Corporation 4300 Lyons Avenue, Suite 300 Houston TX 77020	N/A	PC	(Operating) Toward comprehensively revitalizing and redeveloping the 5th Ward through affordable housing, economic development, and cultural opportunities	\$ 25,000.00
Funders Together To End Homelessness 89 South Street, Suite 803 Boston Massachusetts 02111	N/A	PC	(Operating) Toward expanding the philanthropic sector's impact and influence to advance the movement to prevent and end homelessness	\$ 25,000.00
Gay & Lesbian Victory Institute 1225 I St NW Suite 525 Washington DC 20005	N/A	PC	(Program) Toward building LGBTQ leadership in Houston through a four day campaign training and through general support of the LGBTQ Internship program on Capitol Hill	\$ 30,000.00
Grassroots Leadership 2301 East Cesar Chavez St Austin TX 78702	N/A	PC	(Operating) Toward utilizing organizing, advocacy, research, and communications to change policies and build community power	\$ 25,000.00

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
Greater Houston Community Foundation 5120 Woodway Drive Suite 6000 Houston TX 77056	N/A	PC	(Program) Toward the "Anti-Human Trafficking Collaborative"-- providing support for a funder collaborative focused on raising awareness and supporting community efforts around human trafficking	\$ 10,000.00
Greater Houston Community Foundation 5120 Woodway Drive Suite 6000 Houston TX 77056	N/A	PC	(Program) "Equity Task Force" Toward a more equitable Harris County	\$ 10,000.00
Houston Immigration Legal Services Collaborative c/o Greater Houston Community Foundation 5120 Woodway Drive #6000 Houston TX 77056	N/A	PC	(Operating) Toward an ongoing commitment to respond to urgent issues and to filling gaps in services for which other organizations lack capacity	\$ 100,000.00
Houston Immigration Legal Services Collaborative c/o Greater Houston Community Foundation 5120 Woodway Drive #6000 Houston TX 77056	N/A	PC	Toward the Collaborative's "Hurricane Harvey Immigration Fund." which will improve disaster recovery systems for immigrants and refugees whose immigration status is a barrier to accessing services	\$ 30,000.00
Houston Immigration Legal Services Collaborative c/o Greater Houston Community Foundation 5120 Woodway Drive #6000 Houston TX 77056	N/A	PC	Toward the Collaborative's "Hurricane Harvey Immigration Fund." which will improve disaster recovery systems for immigrants and refugees whose immigration status is a barrier to accessing services	\$ 10,000.00
Houston Independent School District Student Congress c/o Houston Independent School District Foundation 4400 West 18th Street Houston Texas 77092	N/A	PC	(Program) Toward supporting the participation of 20 students in the Houston Independent School District Student Congress 2018 Institute of Engagement program	\$ 12,500.00
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
IGNITE 5201 N O'Connor Blvd, Ste 100 Irving Texas 75039	N/A	PC	(Operating) Toward IGNITE's political leadership and civic education programs for low-income young women in the greater Houston region	\$ 25,000.00
Interfaith Ministries for Greater Houston 3303 Main St Houston Texas 77002	N/A	PC	(Program) Toward "aniMeals"-- providing pet food to the pet companions of homebound seniors receiving Meals on Wheels	\$ 2,500.00
Jolt Initiative c/o National Day Labor Organizing Network P O Box 4185 Austin TX 78765	N/A	PC	(Program) Toward the "We Rise Leadership Institute"-- seeking to build a new generation of Latino/a leaders to make positive social change in Texas	\$ 25,000.00

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
Justice For Our Neighbors Houston 2220 Broadway St Houston Texas 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 (KIND) 1300 L Street, NW Suite 1100 Washington DC 20005	N/A	PC	(Program) 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
Love146 1800 Camden Road Suite 107-273 Charlotte NC 28203	N/A	PC	(Program) Toward "Not a Number" -- Love146's child trafficking and exploitation prevention curriculum, training's and community awareness-raising in the Greater Houston area	\$ 30,000.00
National Latina Institute for Reproductive Health 50 Broad Street Suite 1937 New York NY 10004	N/A	PC	(Operating) Toward deepening the efforts of the Texas Latina Advocacy Network in Houston in order to build a cadre of Latina/o leaders to advance a community-centered reproductive justice agenda	\$ 40,000.00
New Leaders Council 4005 Wisconsin Avenue NW #39123 Washington DC 20016	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
Organizacion Latina Trans in Texas 3339 Arbor Street Houston TX 77004	N/A	PC	(Operating) Toward protecting, defending and securing equal rights of the Transgender community in the state of Texas	\$ 2,000.00
PG Public Interest c/o Fresh Arts 1502 Sawyer #103 Houston TX 77007	N/A	PC	(Program) Toward using design processes and visual communication to improve access to public systems and services	\$ 25,000.00
PG Public Interest c/o Fresh Arts 1502 Sawyer #103 Houston TX 77007	N/A	PC	(Program) Toward online organizing in response to Hurricane Harvey	\$ 1,000.00
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	\$ 5,000.00
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
Progress Texas Institute 501 North IH 35 Austin TX 78702	N/A	PC	(Program) Toward a bilingual multimedia platform along the Texas-Mexico border creating engaging and culturally relevant content that amplifies the voices of border residents	\$ 5,000.00
Sketch City PO Box 728 Houston TX 77001	N/A	PC	(Program) Toward online organizing in response to Hurricane Harvey	\$ 1,000.00

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
South Asian Youth in Houston Unite c/o Dava Inc 3822 Luca St Houston TX 77021	N/A	PC	(Program) Toward the South Asian Youth in Houston Unite Summer Institute	\$ 1,000 00
South Asian Youth in Houston Unite c/o Social Good Fund 3822 Luca St Houston TX 77021	N/A	PC	(Program) Toward providing an environment for learning and networking for young South Asian Houstonians interested in justice, advocacy, leadership, and community	\$ 30,000 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
Texas Civil Rights Project 1405 Montopolis Drive Austin TX 78741	N/A	PC	(Operating) Toward legal advocacy challenging systemic injustices created by current immigration laws and policies	\$ 25,000 00
Texas Freedom Network Education Fund P O Box 1624 Austin Texas 78767	N/A	PC	(Operating) Toward expanding the leadership pipeline of young activists through the Texas Rising initiative on leadership development, civic engagement and community advocacy	\$ 40,000 00
Texas Tribune, The 919 Congress Ave Sixth Floor Austin TX 78701	N/A	PC	(Program) Toward the Texas Tribune Symposium on Immigration	\$ 10,000 00
Texas Tribune, The 919 Congress Ave Sixth Floor 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
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
United We Dream Network Inc 1900 L Street NW Ste 900 Washington DC 20036	N/A	PC	(Operating) Cultivate and produce leaders working on immigration rights	\$ 15,000 00
Workers Defense Project 5604 Manor Rd Austin TX 78723	N/A	PC	(Operating) Toward empowering Houston's low-wage workers to improve working conditions in the construction industry	\$ 30,000 00
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
Young Center for Immigrant Children's Rights, The 1303 San Jacinto Street 9th Floor Houston Texas 77002	N/A	PC	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
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

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
Albert Schweitzer Fellowship Houston Galveston 3701 Kirby Drive, Suite 600 Houston TX 77098	N/A	PC	(Operating) Toward service projects working to improve the health of vulnerable and underserved populations throughout the Houston-Galveston Region	\$ 20,000.00
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
Children's Defense Fund 5410 Bellaire, Suite 203 Bellaire Texas 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
Clinic Access Support Network 3824 Cedar Springs Rd 801-3614 Dallas TX 75219	N/A	PC	(Operating) Toward supporting a ride share network in the Houston area to help people with transportation needs for their abortions	\$ 2,000.00
CSH 2000 Crawford 9th Floor Houston TX 77002	N/A	PC	(Program) Toward connecting the healthcare and housing sectors to increase access to primary and behavioral services and improve outcomes for vulnerable Houston residents	\$ 30,000.00
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
Doctors For Change P O Box 66568 Houston TX 77266-6568	N/A	PC	(Operating) Toward efforts that increase access to quality and comprehensive physical and mental health care through advocacy, education, collaboration, and research	\$ 15,000.00
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, with an emphasis on reproductive health for undocumented women	\$ 50,000.00
Family Service Center of Galveston County 2200 Market Street, Suite 600 Galveston Texas 77550	N/A	PC	(Operating) Toward increased access to quality mental health services for individuals and families in Galveston and surrounding counties	\$ 30,000.00
Grantmakers Concerned with Immigrants and Refugees P O Box 1100 Sebastopol CA 95473	N/A	PC	(Program) Toward the Texas Funders Immigration Network including support for educational events, a Texas border tour and convening funders around the issue of immigration	\$ 50,000.00
Harris Center Foundation for Mental Health and IDD, The 9401 Southwest Freeway #1064 Houston TX 77074	N/A	PC	(Program) Toward decreasing encounters between the Houston Police Department and individuals with mental illness, while increasing their opportunities to lead more stable lives	\$ 25,000.00

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
Healthcare for the Homeless - Houston 1934 Caroline Street Houston TX 77002	N/A	PC	(Operating) Toward providing comprehensive primary care and integrated wrap-around services for Houston's homeless	\$ 25,000 00
Healthy Futures Of Texas 2300 W Commerce St , #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 providing excellent and standardized women's health services in Southwest Houston	\$ 20,000 00
Houston Galveston Institute 2990 Richmond Avenue Suite 530 Houston TX 77098	N/A	PC	(Operating) Toward providing innovative & collaborative mental health/psychotherapy, training and research	\$ 25,000 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	\$ 25,000 00
Legacy Community Health Services, Inc P O Box 66308 Houston TX 77266-6308	N/A	PC	(Operating) Toward advocacy efforts for and by people lived-experiences that will educate healthcare staff on how to use destigmatizing language with patients	\$ 15,000 00
Lilith Fund P O Box 684949 Austin TX 78768	N/A	PC	(Operating) Toward increasing access to abortion for low-income people and advocating for change through the movement for reproductive justice	\$ 40,000 00
Local Infant Formula for Emergencies 2002 South Wayside Drive Suite 113 Houston TX 77023	N/A	PC	(Operating) Toward access to emergency nourishment for hungry babies and education about proper infant nutrition	\$ 20,000 00
Lone Star Family Health Center 605 South Conroe Medical Drive Conroe TX 77304	N/A	PC	(Operating) Toward hiring a Community Health Worker to provide outreach, education, navigation, and advocacy in historically underserved East Montgomery County	\$ 50,000 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 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

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
Network of Behavioral Health Providers PO Box 980323 Houston Texas 77098	N/A	PC	(Program) Toward a Trauma Informed Care training program to help NBHP members implement TIC-based interventions across behavioral health and social services agencies	\$ 20,000.00
Northwest Colorado Health 940 Central Park Dr, Ste 101 Steamboat Springs CO 80487	N/A	PC	(Operating) Toward providing access to high-quality, integrated health care to all residents of Northwest Colorado, regardless of income	\$ 25,000.00
Patient Care Intervention Center 3701 Kirby Drive Suite 600 Houston TX 77098	N/A	PC	(Operating) Toward improving quality of life and costs for the most vulnerable in our community through data integration and care coordination	\$ 25,000.00
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
Texans Care for Children 1106 Clayton Lane Suite 111W Austin Texas 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 700 Lavaca Street #1400-90590 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
Texas Equal Access Fund 501 Wynnewood Village Box 386 Dallas TX 75224	N/A	PC	(Operating) Toward advocacy work on behalf of low-income people who want an abortion and can't afford it	\$ 3,000.00
Texas Jail Project 1712 E Riverside Dr Box 190 Austin Texas 78741	N/A	PC	(Operating) Toward assisting individuals and families in navigating the systems of county jails and public mental health services to improve care of people with mental disorders	\$ 15,000.00
UltraViolet PO Box 92592 Washington DC 20090	N/A	PC	(Program) Toward advancing and protecting reproductive health and access for women and girls in Texas	\$ 30,000.00
United We Dream Network Inc 1900 L Street NW Ste 900 Washington DC 20036	N/A	PC	(Program) Toward building upon our foundation and institutionalize a training program to cultivate and produce leaders needed to fight the myriad of attacks on the immigrant community	\$ 25,000.00
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

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University of Texas Health Science Center at Houston. The 7000 Fannin Suite 1200 Houston TX 77030	N/A	PC	(Program) Toward helping establish a school-based health linkage system to improve reproductive health outcomes for high school students in Houston communities with the highest teen birth rates	\$ 75,000.00
Vecino Health Centers 424 Hahlo Houston TX 77020	N/A	PC	(Project) Toward a shared CFO project between three Federally Qualified Health Centers	\$ 34,000.00
Wesley Community Center 1300 S 10th Street Phoenix AZ 85034	N/A	PC	(Program) Toward securing ultrasound capabilities for the women's health programs at the two health care centers	\$ 25,000.00
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
ANGEL BY NATURE P O Box 6130 Katy TX 77491	N/A	PC	(Program) Toward the "Relief Gang" - serving families directly impacted by Hurricane Harvey	\$ 2,500.00
Angela House 6725 Reed Road Houston TX 77087	N/A	PC	(Operating) Toward intensive residential treatment programming designed to assist women as they rebuild their lives and confront the challenges of the criminal justice system	\$ 20,000.00
Beacon of Downtown Houston. The 1117 Texas Avenue Houston TX 77002	N/A	PC	(Operating) Toward providing essential and next-step services to restore hope and help end homelessness in Houston	\$ 30,000.00
Becoming One Community 2611 Brisbane Drive Houston TX 77014	N/A	PC	(Operating) Toward connecting returning citizens with executives, professionals and other community resources in order to help them gain full time employment	\$ 15,000.00
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
Center for Disaster Philanthropy 1201 Connecticut Ave NW Suite 300 Washington DC 20036	N/A	PC	(Program) Toward providing coordination of local, state and national foundations around Harvey recovery efforts	\$ 25,000.00
Coalition for the Homeless of Houston Harris County, Inc 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 770773 Houston TX 77215	N/A	PC	(Operating) Toward empowering South Asian women, their children and families to break the cycle of domestic and sexual violence	\$ 40,000.00

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E3=Equip, Educate, Empower 2257 N Loop 336, Suite #140363 Conroe TX 77304	N/A	PC	(Program) Toward uniting the Montgomery County community to work and advocate for no/low-income adults who have the desire, motivation, and ability to improve their stability and self-sufficiency	\$ 30,000.00
Easter Seals of Greater Houston 4888 Loop Central Drive Suite 200 Houston TX 77081	N/A	PC	(Operating) Toward assisting children and adults with disabilities particularly those impacted by Hurricane Harvey including in home care, respite and assisted technology	\$ 30,000.00
Fifth Ward Community Redevelopment Corporation 4300 Lyons Avenue, Suite 300 Houston TX 77020	N/A	PC	(Operating) Toward rebuilding and recovery efforts post-Harvey for residents in the Fifth Ward	\$ 30,000.00
First3Years 15851 Dallas Parkway #106 Addison TX 75001	N/A	PC	(Program) Toward a Train-the-Trainer (ToT) model focused on infant mental health and the impact of trauma in conjunction with the Trinka and Sam book	\$ 12,500.00
Fondren Middle School c/o HISD Foundation 6333 South Braeswood Houston TX 77096	N/A	PC	(Program) Toward the Fondren Middle School Pantry serving families directly impacted by Hurricane Harvey	\$ 1,000.00
Fort Bend County Women's Center PO Box 183 Richmond Texas 77406	N/A	PC	(Operating) Toward assisting survivors of domestic violence and sexual assault and their children to achieve safety and self-sufficiency	\$ 30,000.00
Harmony House, Inc 602 Girard Houston TX 77007	N/A	PC	(Operating) Toward providing quality stable housing and healthcare services to the homeless population in the greater Houston area	\$ 30,000.00
Harris County Domestic Violence Coordinating Council 2990 Richmond Ave Suite 550 Houston Texas 77098	N/A	PC	(Operating) Toward a coordinated community response to domestic violence in Harris County	\$ 70,000.00
Houston Volunteer Lawyers Program, Inc 1111 Bagby Suite FLB 300 Houston Texas 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
ImagiNoir/BLMHTX c/o ProjectCurate 5501 Main Street Houston TX 77004	N/A	PC	(Program) Toward serving families directly impacted by Hurricane Harvey	\$ 2,500.00
Memorial Assistance Ministries 1625 Blalock Houston TX 77080	N/A	PC	(Operating) Toward utilizing programs and services to families living in poverty, opening paths to improved housing stability, employment status, and financial independence	\$ 30,000.00
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

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New Hope Housing, Inc 3315 Harrisburg Blvd , Suite 400 Houston TX 77003	N/A	PC	(Operating) Toward a long-term disaster shelter for those most impacted by Harvey and construction of new affordable housing	\$ 30,000 00
Northwest Assistance Ministries 15555 Kuykendahl Road Houston TX 77090-3651	N/A	PC	(Operating) Toward helping people to self-sufficiency through services provided in northwest Harris County	\$ 30,000 00
Santa Maria Hostel Inc 2605 Parker Rd Houston Texas 77093	N/A	PC	(Operating) Toward peer recovery support services for justice involved women to improve recovery and reintegration outcomes	\$ 25,000 00
SEARCH 2015 Congress Ave Houston Texas 77002	N/A	PC	(Operating) Toward ending homelessness in Houston by helping individuals and families experiencing homelessness move from the streets into jobs and safe, stable homes and back to self-sufficient lives	\$ 35,000 00
Solel International 6134 Micollet Houston Texas 77016	N/A	PC	(Program) Toward the "North Forest Alliance of Hope" – an initiative to support people directly impacted by Hurricane Harvey	\$ 1,000 00
Spring Independent School District Foundation 16717 Ella Boulevard Houston TX 77090	N/A	PC	(Program) Toward providing direct assistance to people impacted by Hurricane Harvey	\$ 10,000 00
Texas Low Income Housing Information Service 1800 West Sixth Street Austin TX 78703	N/A	PC	(Program) Toward an equitable recovery of low-income communities impacted by Hurricane Harvey	\$ 10,000 00
TSTC Foundation 3801 Campus Drive Waco TX 76705	N/A	PC	(Program) Toward the "Helping Hands Fund" – a flexible fund for life needs of students attending the Fort Bend County campus	\$ 5,000 00
University of Houston Downtown Division of Advancement and Ext Relations One Main Street, Suite 990-S Houston Texas 77002-1001	N/A	PC	(Program) Toward preparing justice-involved women in confinement for successful reentry and family reunification, by piloting a family curriculum and increasing family contact through technology	\$ 40,000 00
YWCA of Houston 6309 Martin Luther King Jr Blvd Houston Texas 77021	N/A	PC	(Program) Toward serving families directly impacted by Hurricane Harvey	\$ 4,500 00
8 Million Stories c/o SER - Jobs for Progress 201 Broadway Street Houston Texas 77012	N/A	PC	(Program) Toward improving the lives of juvenile justice system-involved youth and their families via education, training, employment, and empowerment services	\$ 30,000 00
8 Million Stories c/o Ser-Jobs for Progress of the Texas Gulf Coast Inc 201 Broadway Houston TX 77012	N/A	PC	(Operating) Toward supporting previously incarcerated youth as they re-enter their community	\$ 1,000 00

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
8 Million Stories c/o Ser-Jobs for Progress of the Texas Gulf Coast Inc 201 Broadway Houston TX 77012	N/A	PC	(Program) Toward 8 Million Stories horticulture program	\$ 1,000 00
Asia Society Texas Center 1370 Southmore Blvd Houston Texas 77004	N/A	PC	(Program) Toward Women in Leadership program	\$ 1,000 00
Breakthrough Houston 2401 Claremont Lane Houston TX 77019	N/A	PC	(Program) Toward incorporating a deeper emphasis on social emotional learning in to Breakthrough Houston programming	\$ 5,000 00
Child Advocates of Fort Bend 5403 Avenue N Rosenberg Texas 77471	N/A	PC	(Operating) Toward breaking break the cycle of abuse and neglect for children in Fort Bend County	\$ 30,000 00
Child Advocates Of Montgomery County Inc 412 West Phillips, Su 107 Conroe Texas 77301	N/A	PC	(Operating) Toward providing court-appointed volunteer advocacy for every abused and neglected child in Montgomery County	\$ 30,000 00
Children's Prison Arts Project PO Box 130584 Houston Texas 77219-0584	N/A	PC	(Operating) Toward theatre, visual art and creative writing workshops for youth in correctional facilities	\$ 15,000 00
Disability Rights Texas 1500 McGowen Suite 100 Houston Texas 77004	N/A	PC	(Program) Toward assuring foster youth with mental health disabilities, and are pregnant or parenting, receive appropriate legal advocacy	\$ 25,000 00
Earl Carl Institute for Legal & Social Policy 3100 Cleburne Street Houston Texas 77004	N/A	PC	(Operating) Toward reducing disproportionality and promoting change in systems where disenfranchised populations are over-represented, through research, education and advocacy	\$ 30,000 00
Family Life and Community Resource Center 2204 Thompson Rd Suite 100 Richmond TX 77469-5412	N/A	PC	(Program) Toward "Restorative Practices and Youth Leadership" -- a restorative practices framework for addressing equity in resources with positive behavioral support	\$ 10,000 00
First3Years 15851 Dallas Parkway #106 Addison TX 75001	N/A	PC	(Operating) Toward advancing the health and development of infants and toddlers	\$ 25,000 00
FuelEd Schools 3000 Richmond Ave , Suite 340 Houston Texas 77098	N/A	PC	(Operating) Toward leveraging the emotional intelligence and interpersonal skills of educators to address the effects of trauma	\$ 30,000 00
Gay & Lesbian Victory Institute 1225 I St NW Suite 525 Washington DC 20005	N/A	PC	(Program) Toward supporting the 2017 Houston Leadership Summit	\$ 5,000 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	\$ 25,000 00

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
Harris County Youth Collective c/o Children's Assessment Center 6300 Chimney Rock Houston TX 77081	N/A	PC	(Program) Toward creating a Young Adult Fellowship for youth with dual status lived experience to include youth voice in a leadership role in the Initiative	\$ 20,000.00
Hope Stone Inc 2726 Bissonnet Suite 240-513 Houston TX 77005	N/A	PC	(Operating) Toward providing mindful arts education to children that unlocks their individual creativity and growth, which betters the communities where they learn and live	\$ 25,000.00
Houston ISD c/o HISD Foundation 1102 Telephone Road Houston Texas 77023	N/A	PC	(Program) Pivot from placement to education as an alternative to DAEP for alcohol/drug offenses	\$ 40,000.00
Juvenile and Capital Advocacy Project (JCAP) 4604 Calhoun Rd University of Houston Law Center Houston TX 77204-6060	N/A	PC	(Program) Toward developing Dual Status Youth Representation Program (DSYRP), administrative support for DSYRP, and support for existing Juvenile Record Expunction Program (JREP)	\$ 50,000.00
Las Americas Newcomer School c/o HISD Foundation 4400 West 18th Street Houston, TX 77095	N/A	PC	(Program) Toward strengthening a trauma informed school for newcomer students by enhancing culturally sensitive social emotional learning, acculturation and staff support	\$ 25,000.00
Making it Better 14781 Memorial Drive #25 Houston Texas 77079	N/A	PC	(Operating) Toward literacy development programs targeting at-risk HISD students, grades K-5	\$ 25,000.00
Montgomery County Youth Services 105 W Lewis Street Conroe TX 77301	N/A	PC	(Operating) Toward providing crisis counseling, shelter programs and prevention services to youth and families	\$ 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
Moody Early Childhood Center 1110 21st Street Galveston Texas 77550	N/A	PC	(Operating) Toward creating a more equitable education system by providing high-quality early childhood education for infants and toddlers	\$ 40,000.00
Nameless Sound 1458 Lawson Houston Texas 77023	N/A	PC	(Program) Toward the "Creative Music Education program"-- in-school workshops and 19 year-round, weekly after-school workshops and Artist-Facilitator training for at-risk youth	\$ 17,500.00
Oral Fixation (Obsession with True Life Tales) c/o Fractured Atlas 6823 Bob O Link Drive Dallas TX 75214	N/A	PC	(Operating) Toward social, emotional and academic support to empower Houston's refugee youth to navigate American society, reach their academic potential, and become community leaders	\$ 32,100.00

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<b>Organization</b>	<b>Relationship to Foundation</b>	<b>Status of Recipient</b>	<b>Project Name</b>	<b>Amount</b>
Partnership for the Advancement & Immersion of Refugees - PAIR 8303 Southwest Freeway Suite 718 Houston Texas 77074	N/A	PC	(Operating) Toward social, emotional and academic support to empower Houston's refugee youth to navigate American society, reach their academic potential, and become community leaders	\$ 20,000.00
PG Public Interest c/o Fresh Arts 1502 Sawyer #103 Houston TX 77007	N/A	PC	(Program) Toward Preparing for Action Initiative	\$ 3,000.00
Refugee Council USA/Church World Service 6065 Hillcroft St Suite 513 Houston TX 77081	N/A	PC	(Operating) Toward refugee-led advocacy initiatives in Texas	\$ 2,500.00
Refugee Services of Texas, Inc 7211 Regency Square Blvd Suite 203 Houston Texas 77036	N/A	PC	(Operating) Toward helping to resettle refugees in the Houston area	\$ 2,500.00
Salvation Army Metropolitan Houston Area Command, The 1500 Austin Street Houston TX 77002	N/A	PC	(Program) Toward the "Young Adult Resource Center" – a day shelter and housing program that empowers homeless young adults by offering them access to housing, education, and employment opportunities	\$ 37,500.00
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
Service Dogs, Inc 4803 Rutherford Austin TX 78749-3744	N/A	PC	(Program) Toward continuing to pair specially selected incarcerated youth with rescued shelter dogs to train them in the beginning stages of becoming service dogs	\$ 25,000.00
Small Steps Nurturing Center 2902 Jensen Drive Houston Texas 77026	N/A	PC	(Operating) Toward expenses to help provide an exemplary early childhood program for economically at-risk children, ages 2 through 6, and toward a collaborative professional development event	\$ 20,000.00
Solutions For Better Living 4500 Montrose Boulevard Suite E Houston Texas 77006	N/A	PC	(Program) Toward "iserve" an out of school time program that includes academic enrichment, behavioral health, and career readiness for youth ages 5 – 12 living in Houston public housing properties	\$ 1,000.00
Spring Branch Education Foundation 955 Campbell Rd Suite 206 Houston Texas 77024	N/A	PC	(Program) Towards School Discipline Reform Through Systemic Change, Policy Change and Advocacy	\$ 33,920.00
SUPERGirls SHINE Foundation 2800 E Broadway Ste C PMB 318 Pearland Texas 77581	N/A	PC	(Program) Toward increasing underserved & underrepresented girls in STEM courses and careers while teaching leadership, self-awareness and character building life-skills	\$ 10,000.00

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Texas Appleseed 1609 Shoal Creek Blvd Suite 201 Austin Texas 78701	N/A	PC	(Operating) Toward reducing the number of youth sent to Harris County's juvenile detention center and improving the outcomes of these youth and youth who run away from care	\$ 30,000.00
Texas Network of Youth Services (TNOYS) 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
True Colors Fund 311 W 43rd St 12th FL New York NY 10036	N/A	PC	(Operating) Toward making youth homelessness rare, brief, and one-time	\$ 2,000.00
True Colors Fund 311 W 43rd St 12th FL New York NY 10036	N/A	PC	(Program) Toward making youth homelessness rare, brief, and one-time	\$ 25,000.00
True Colors Fund 311 W 43rd St 12th FL New York NY 10036	N/A	PC	(Operating) Toward the National Youth Forum on Homelessness convening	\$ 2,000.00
TrueChild 2450 Virginia Ave NW Suite E309 Washington, DC 20037	N/A	PC	(Program) This Initiative is to partner with Simmons grantees and staff to integrate a gender analysis into their work	\$ 37,500.00
University of Houston College of Liberal Arts and Social Sciences 3553 Cullen Boulevard Agnes Arnold Hall #646 Houston TX 77204-3000	N/A	PC	(Program) Toward Women Refugees forum	\$ 2,000.00
University of Houston Graduate College of Social Work 237 Social Work Building Houston TX 77204-4013	N/A	PC	(Program) Toward a strategic plan to ensure all homeless youth have access to comprehensive healthcare by identifying community capacity and barriers and incorporating national best practice models	\$ 40,000.00
Upbring 8305 Cross Park Drive Austin Texas 78754	N/A	PC	(Program) Towards conducting the Texas Youth Permanency Study, the first longitudinal cohort study to track outcomes for youth involved with Texas's foster care system	\$ 25,000.00
Writers in the Schools 1523 West Main Street Houston TX 77006	N/A	PC	(Program) Toward expanding literacy programs for low-income schools, providing academic equity, while empowering, engaging, and ensuring students have access to the tools they need for future success	\$ 30,000.00
Yampatika 925 Weiss Drive Steamboat Springs CO 80487	N/A	PC	(Operating) Toward inspiring environmental stewardship through education	\$ 15,000.00

**\$ 3,894,520.00**