

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052
2019
Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation: VIVIAN L SMITH FOUNDATION
A Employer identification number: 76-0101380
Number and street (or P O box number if mail is not delivered to street address): 1900 WEST LOOP SOUTH NO 1050
Room/suite: [blank]
B Telephone number (see instructions): (713) 986-8030
City or town, state or province, country, and ZIP or foreign postal code: HOUSTON, TX 770273207
G Check all that apply: [] Initial return, [] Initial return of a former public charity, [] Final return, [] Amended return, [] Address change, [] Name change
D 1. Foreign organizations, check here []
2. Foreign organizations meeting the 85% test, check here and attach computation []
H Check type of organization: [x] Section 501(c)(3) exempt private foundation, [] Section 4947(a)(1) nonexempt charitable trust, [] Other taxable private foundation
E If private foundation status was terminated under section 507(b)(1)(A), check here []
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 83,508,281
J Accounting method: [x] Cash, [] Accrual, [] Other (specify) []
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here []

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 Check [x] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,280,838	1,280,838		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,617,419			
	b Gross sales price for all assets on line 6a	77,904,447			
	7 Capital gain net income (from Part IV, line 2)		6,617,419		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	9,688	9,688			
12 Total. Add lines 1 through 11	7,907,945	7,907,945			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	15,033	0		15,033
	b Accounting fees (attach schedule)	13,398	6,699		6,699
	c Other professional fees (attach schedule)	320,998	270,998		50,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	18,227	18,227		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	48,786	47,763		1,023
	24 Total operating and administrative expenses. Add lines 13 through 23	416,442	343,687		72,755
	25 Contributions, gifts, grants paid	3,935,000			3,935,000
26 Total expenses and disbursements. Add lines 24 and 25	4,351,442	343,687		4,007,755	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,556,503				
b Net investment income (if negative, enter -0-)		7,564,258			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	4,345	3,710	3,710
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	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)	60,564,646	81,468,869	83,504,571
	c Investments—corporate bonds (attach schedule)	4,979,836	0	0
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	12,419,244	0	0
	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)	77,968,071	81,472,579	83,508,281	
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	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0	0	
	27 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	77,968,071	81,472,579	
29 Total net assets or fund balances (see instructions)	77,968,071	81,472,579		
30 Total liabilities and net assets/fund balances (see instructions) .	77,968,071	81,472,579		

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 29 (must agree with end-of-year figure reported on prior year's return)		1	77,968,071
2 Enter amount from Part I, line 27a		2	3,556,503
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	81,524,574
5 Decreases not included in line 2 (itemize) ▶ _____		5	51,995
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .		6	81,472,579

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)
1 a PUBLICLY TRADED SECURITIES	P		
b PASSTHROUGH K-1 CAPITAL GAIN	P		2019-12-31
c OTHER CAPITAL GAINS/LOSSES	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 75,018,800		71,287,028	3,731,772
b 794,029			794,029
c 2,091,618			2,091,618
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			3,731,772
b			794,029
c			2,091,618
d			
e			

2 Capital gain net income or (net capital loss)	2	6,617,419
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	4,130,727	81,187,517	0.050879
2017	3,902,433	84,097,061	0.046404
2016	4,117,933	79,820,516	0.051590
2015	4,212,011	83,924,475	0.050188
2014	4,182,672	88,160,761	0.047444

2 Total of line 1, column (d)	2	0.246505
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.049301
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	72,337,411
5 Multiply line 4 by line 3	5	3,566,307
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	75,643
7 Add lines 5 and 6	7	3,641,950
8 Enter qualifying distributions from Part XII, line 4	8	4,007,755

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total credits. Total amount owed is 0, and overpayment is 51,529.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns for each question.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection, and books in care.

Located at 1900 WEST LOOP SOUTH 1050 HOUSTON TX ZIP+4 770273207

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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
TIAA FINANCIAL SERVICES 6400 FANNIN STREET SUITE 2450 HOUSTON, TX 77030	INVESTMENT MANAGEMENT	121,418
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVE 42ND FLOOR NEW YORK, NY 10017	INVESTMENT MANAGEMENT	56,743
Total number of others receiving over \$50,000 for professional services. ▶		0

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 N/A	0
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 ▶	0

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	72,839,774
b	Average of monthly cash balances.	1b	599,222
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	73,438,996
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	0
3	Subtract line 2 from line 1d.	3	73,438,996
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,101,585
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	72,337,411
6	Minimum investment return. Enter 5% of line 5.	6	3,616,871

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

1	Minimum investment return from Part X, line 6.	1	3,616,871
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	75,643
b	Income tax for 2019 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	75,643
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,541,228
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,541,228
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,541,228

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	4,007,755
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,007,755
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	75,643
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,932,112

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				3,541,228
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			3,900,729	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2019				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>4,007,755</u>				
a Applied to 2018, but not more than line 2a			3,900,729	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				107,026
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				3,434,202
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).	0			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

AMY MECKEL VIVIAN L SMITH FOUNDATIO
1900 WEST LOOP SOUTH SUITE 1050
HOUSTON, TX 770273207
(713) 986-8030

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

NO SPECIFIC FORM REQUIRED APPLICANTS MUST SPECIFY PURPOSE AND INCLUDE PROOF THAT THEY ARE QUALIFYING SEC 509(A)(1),(2) OR (3) ORGANIZATIONS

c Any submission deadlines

GRANTS MUST BE SUBMITTED BY FEB 15,MAY 15,AUG 15,AND OCT 25 PRECEDING THE QUARTERLY MEETINGS

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

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS ALL RECIPIENTS MUST BE QUALIFYING SEC 509(A)(1),(2), OR (3) ORGANIZATIONS THERE ARE NO RESTRICTIONS TO GEOGRAPHICAL AREAS OR CHARITABLE FIELDS

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				3,935,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
AMY M MECKEL	SECRETARY/TREASURER 10 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
RANSOM C LUMMIS	PRESIDENT/TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
CYNTHIA J ADKINS	VP/TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
KIRBY COHN MCCOOL	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
JUDY S TATE	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
LINDSEY HOLSTEAD	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
JESSE H JONES II	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
AGAPE DEVELOPMENT 6401 CALHOUN ROAD HOUSTON, TX 77021	N/A	PC	REMODELING/CONVERSION OF TC FOOD STORE & BUILD 75 SINGLE-FAMILY HOMES FOR LOW INCOME FAMILIES TO PURCHASE	50,000
ALLEY THEATRE 615 TEXAS AVE HOUSTON, TX 77002	N/A	PC	EXPANSION OF THE EDUCATION & COMMUNITY ENGAGEMENT PROGRAMS	10,000
AMAZING PLACE INC 3735 DREXEL DR HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
ARMS WIDE ADOPTION SERVICES 6925 PORTWEST DRIVE SUITE 110 HOUSTON, TX 77024	N/A	PC	HOUSTON POST ADOPTION PROGRAM	5,000
BAKER RIPLEYPO BOX 271389 HOUSTON, TX 77277	N/A	PC	COMMUNITY BASED INITIATIVES	50,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA BCM160 HOUSTON, TX 77030	N/A	PC	SCHOLARSHIPS	50,000
Total				3,935,000

▶ **3a**

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BEACON OF DOWNTOWN HOUSTON 1117 TEXAS AVE HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	37,000
BIG BROTHERS BIG SISTERS 1003 WASHINGTON AVE HOUSTON, TX 77002	N/A	PC	MENTORING PROGRAMS FOR AT-RISK CHILDREN	25,000
THE BLUE BIRD CIRCLE 615 W ALABAMA STREET HOUSTON, TX 77006	N/A	PC	RENOVATION OF THE BUILDING WHICH HOUSES THE BLUE BIRD CIRCLE RESALE SHOP	25,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A	PC	GENERAL SUPPORT	15,000
BOYS AND GIRLS COUNTRY 18806 ROBERTS ROAD HOCKLEY, TX 77447	N/A	PC	PROVIDE COUNSELING AND EDUCATIONAL SUPPORT	10,000
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	PC	GENERAL SUPPORT	25,000
Total				3,935,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
CAMP ALLEN 18800 FM 362 NAVASOTA, TX 77868	N/A	PC	SUPPORT CENTENNIAL FUND FOR SUSTAINABILITY CAMPAIGN	15,000
CAMP FOR ALL 3701 KIRBY DRIVE SUITE 570 HOUSTON, TX 77098	N/A	PC	GRANT FOR KIDS TO ATTEND CAMP	50,000
CANCARE INC 9575 KATY FREEWAY SUITE 428 HOUSTON, TX 77024	N/A	PC	SUPPORT ONE-ON-ONE EMOTIONAL SUPPORT PROGRAM AND MEDICAL FACILITY VISITATION PROGRAM	15,000
Total				3a 3,935,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
CASA DE ESPERANZA DE LOS NINOS PO BOX 66581 HOUSTON, TX 77266	N/A	PC	SUPPORT RESIDENTIAL PROGRAM	10,000
CHILD ADVOCATES INC 3701 KIRBY DRIVE SUITE 400 HOUSTON, TX 77098	N/A	PC	2019 COURT SERVICES PROGRAM	10,000
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ ST HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHINQUAPIN SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	N/A	PC	GENERAL SUPPORT	10,000
CHRIST CHURCH CATHEDRAL 1117 TEXAS ST HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	5,000
COMMUNITIES IN SCHOOLS HOUSTON 1235 NORTH LOOP WEST SUITE 300 HOUSTON, TX 77008	N/A	PC	CIS ON-CAMPUS DROPOUT PREVENTION CASE PROGRAM	110,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
CONTEMPORARY ARTS MUSEUM HOUSTON 5216 MONTROSE BLVD HOUSTON, TX 77006	N/A	PC	SUPPORT MUSEUM'S EDUCATIONAL & OUTREACH PROGRAMS	5,000
THE COUNCIL ON RECOVERY PO BOX 2768 HOUSTON, TX 77252	N/A	PC	GENERAL SUPPORT	50,000
COVENANT HOUSE TEXAS 1111 LOVETT BLVD HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
CRIME STOPPERS OF HOUSTON PO BOX 541654 HOUSTON, TX 77254	N/A	PC	SOLVE & PREVENT CRIMES IN GREATER HOUSTON	25,000
CRISTO REY JESUIT 6700 MT CARMEL ST HOUSTON, TX 77087	N/A	PC	SCHOLARSHIPS	20,000
DE PELCHIN CHILDREN'S CENTER 4950 MEMORIAL DR HOUSTON, TX 77007	N/A	PC	SUPPORT INTEGRATED MENTAL HEALTH SERVICES PROGRAM	20,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE STREET HOUSTON, TX 77098	N/A	PC	FUND EXPENSES RELATED TO THE PROFESSIONAL WOMEN'S GROUP	25,000
ECHOS EPIPHANY COMMUNITY 9600 S GESSNER RD BLDG E HOUSTON, TX 77071	N/A	PC	GENERAL SUPPORT	20,000
EMERGE FELLOWSHIP 2450 LOUISIANA SUITE 400 430 HOUSTON, TX 77006	N/A	PC	SUPPORT GROWTH/EXPANSION OF INNOVATIVE HIGH SCHOOL FELLOWSHIP/COLLEGE PROGRAMS	25,000
Total				3,935,000

▶ **3a**

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
EPISCOPAL HIGH SCHOOL 4650 BISSONET ST BELLAIRE, TX 77401	N/A	PC	PA SYSTEM FOR SIMMONS TRACK FIELD COMPLEX AND GENERAL SUPPORT	25,500
GALVESTON BAY FOUNDATION 1100 HERCULES AVE SUITE 200 HOUSTON, TX 77058	N/A	PC	YOUTH EDUCATION PROGRAMS	25,000
GATEWAY ACADEMY 3721 DACOMA STREET HOUSTON, TX 77092	N/A	PC	SOCIAL EMOTIONAL PROGRAM	25,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
GENESYS WORKS 601 JEFFERSON ST SUITE 3950 HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	10,000
HALO HOUSE FOUNDATION 2940 CORDER ST HOUSTON, TX 77054	N/A	PC	GENERAL SUPPORT	15,000
HOPE & HEALING CENTER & INSTITUTE 717 SAGE ROAD HOUSTON, TX 77056	N/A	PC	SUPPORT FAITH-BASED MENTAL HEALTH PROGRAMS	15,000
Total				3a 3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON ACHIEVEMENT PLACE 245 W 17TH STREET HOUSTON, TX 77008	N/A	PC	SUPPORT PROJECT CLASS	10,000
HOUSTON ARBORETUM AND NATURE CENTER 4501 WOODWAY DRIVE HOUSTON, TX 77024	N/A	PC	ADOPT-A-SCHOOL SCIENCE EDUCATION PROGRAM	10,000
HOUSTON AREA WOMENS CENTER 1010 WAUGH DR HOUSTON, TX 77019	N/A	PC	EMERGENCY RESIDENTIAL SHELTER FOR ADULTS CHILDREN	30,000
Total				3,935,000

▶ **3a**

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON BALLET FOUNDATION 601 PRESTON STREET HOUSTON, TX 77002	N/A	PC	EDUCATION & COMMUNITY ENGAGEMENT PROGRAMS	10,000
HOUSTON BOTANIC GARDEN 8205 N BAYOU DRIVE HOUSTON, TX 77017	N/A	PC	GROW HOUSTON'S GARDEN CAPITAL CAMPAIGN	100,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	N/A	PC	BACKPACK BUDDY PROGRAM, GENERAL SUPPORT	22,500
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON GRAND OPERA 510 PRESTON STREET HOUSTON, TX 77002	N/A	PC	SUPPORT HGOCO	10,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	100,000
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PC	2019 YOUTH SCIENCE EDUCATION PROGRAM	25,000
Total				3,935,000

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON, TX 77024	N/A	PC	SUPPORT CAPITAL CAMPAIGN	100,000
HOUSTON SYMPHONY 615 LOUISIANA SUITE 102 HOUSTON, TX 77002	N/A	PC	SUPPORT BBVA COMPASS FAMILY CONCERT SERIES	15,000
HOUSTON ZOO 1513 CAMBRIDGE STREET HOUSTON, TX 77030	N/A	PC	KEEPING OUR WORLD WILD CENTENNIAL CAMPAIGN	100,000
Total ▶ 3a				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON REVISION 6856 BELLAIRE BLVD HOUSTON, TX 77074	N/A	PC	PURCHASE SUPPLIES FOR THE COMMUNITY CENTER	10,000
JULIE ROGERS GIFT OF LIFE PROGRAM PMB 16 148 S DOWLEN RD BEAUMONT, TX 77706	N/A	PC	FUND ANNUAL BREAST EXAMS/MAMMOGRAMS FOR THE UNDERSERVED WOMEN IN 7 COUNTIES IN SW TEXAS	15,000
K9'S 4 COPS 3515 B LONGMIRE DR STE 342 COLLEGE STATION, TX 77845	N/A	PC	SUPPORT LAW ENFORCEMENT K9 UNITS IN HARRIS COUNTY, TX	7,500
Total				3,935,000

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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
Name and address (home or business)				
a <i>Paid during the year</i>				
KIDS MEALS INC 330 GARDEN OAKS BLVD HOUSTON, TX 77018	N/A	PC	SUPPORT THE HEALTHY MEAL DELIVERY PROGRAM	25,000
KINKAID SCHOOL 201 KINKAID SCHOOL DR HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	25,000
KIPP ACADEMY10711 KIPP WAY HOUSTON, TX 77099	N/A	PC	SUPPORT KIPP THROUGH COLLEGE PROGRAM	25,000
Total				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
LORD OF THE STREETS EPISCOPAL CHURCH 3401 FANNIN ST HOUSTON, TX 77004	N/A	PC	SUPPORT DIRECT ASSISTANCE PROGRAM EXPENSES	10,000
MEMORIAL HERMANN FOUNDATION 929 GESSNER SUITE 2650 HOUSTON, TX 77024	N/A	PC	SUPPORT THE MEMORIAL HERMANN HEALTH SYSTEM'S BEHAVIORAL SERVICES	50,000
MEMORIAL PARK CONSERVANCY INC 7575 NORTH PICNIC LANE HOUSTON, TX 77007	N/A	PC	SUPPORT PHASE I OF 2015 MASTER PLAN	52,000
Total ▶ 3a				3,935,000

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
THE MENIL FOUNDATION INC 1515 BRANARD ST HOUSTON, TX 77006	N/A	PC	SUPPORT DRAWING INSTITUTE CAPITAL CAMPAIGN, VLSF FELLOWSHIP PROGRAM	95,000
MENNINGER CLINIC 12301 MAIN STREET HOUSTON, TX 77035	N/A	PC	GENERAL SUPPORT	1,000
MONARCH SCHOOL & INSTITUTE 2815 ROSEFIELD DRIVE HOUSTON, TX 77080	N/A	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				3,935,000

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265	N/A	PC	SUPPORT THE ERNESTO NETO SUN FORCE EXHIBITION, PHASE 2 OF MFAH EXPANSION PROJECT	120,000
NEW HOPE HOUSING INC 3315 HARRISBURG BLVD SUITE 400 HOUSTON, TX 77003	N/A	PC	BUILDING CAPITAL CAMPAIGN	25,000
NEXTOP VETERANS 2929 MCKINNEY STREET HOUSTON, TX 77003	N/A	PC	NEXTOP'S TEXAS VETERAN EMPLOYMENT PROGRAM	10,000
Total ▶ 3a				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL ST HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	25,000
PALMER DRUG ABUSE PROGRAM 840 GESSNER SUITE 1300 HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	15,000
THE POSSE FOUNDATION INC 1001 MCKINNEY STREET SUITE 950 HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
PRESBYTERIAN SCHOOL 5300 MAIN ST HOUSTON, TX 77004	N/A	PC	CAPITAL CAMPAIGN	50,000
PROJECT GRAD HOUSTON 3100 MAIN STREET SUITE 701A HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	50,000
RISE SCHOOL OF HOUSTON 5618 H MARK CROSSWELL JR ST HOUSTON, TX 77021	N/A	PC	SCHOLARSHIPS	25,000
Total				3,935,000

▶ **3a**

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Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE HOUSTON 1907 HOLCOMBE BOULEVARD HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	100,000
THE SALVATION ARMY 1500 AUSTIN STREET HOUSTON, TX 77002	N/A	PC	YARC PROGRAM, GENERAL SUPPORT	30,000
SHRINERS HOSPITALS FOR CHILDREN- GALVESTON 815 MARKET STREET GALVESTON, TX 77550	N/A	PC	HOSPITAL'S TISSUE BANK	50,000
Total ▶ 3a				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
SIRE THERAPEUTIC HORSEMANSHIP 11211 KATY FWY STE 660 HOUSTON, TX 77079	N/A	PC	SUBSIDIZE TUITION FOR RIDERS AND UNDERWRITE CERTIFIED INSTRUCTORS	10,000
SMALL STEPS NURTURING CENTER 2902 JENSEN DRIVE HOUSTON, TX 77026	N/A	PC	SET FOR LIFE PROGRAM	20,000
SPAY NEUTER ASSISTANCE PROGRAM 1801 DURHAM DRIVE SUITE 1 HOUSTON, TX 77007	N/A	PC	MOBILE CLINIC PROGRAM	15,000
Total ▶ 3a				3,935,000

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SPECIAL OLYMPICS TEXAS 5800 MESA DRIVE HOUSTON, TX 77028	N/A	PC	GENERAL SUPPORT	20,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	PC	GENERAL SUPPORT	25,000
ST MARTIN'S EPISCOPAL CHURCH 717 SAGE RD HOUSTON, TX 77056	N/A	PC	DISASTER RELIEF PROGRAM	5,000
Total ▶ 3a				3,935,000

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a <i>Paid during the year</i>				
STAGES REPERTORY THEATRE 3201 ALLEN PARKWAY SUITE 101 HOUSTON, TX 77019	N/A	PC	STAGING OUR FUTURE CAPITAL CAMPAIGN, GENERAL SUPPORT	102,000
STAR OF HOPE 4848 LOOP CENTRAL DRIVE SUITE 500 HOUSTON, TX 77081	N/A	PC	GENERAL SUPPORT	10,000
TEACH FOR AMERICA 2 GREENWAY PLAZA SUITE 500 HOUSTON, TX 77046	N/A	PC	GENERAL SUPPORT	52,000
Total ▶ 3a				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS EXES ALUMNI ASSOCIATION PO BOX 7278 AUSTIN, TX 78713	N/A	PC	ANNUAL GIVING CLUB	2,500
THE ROSE FOUNDATION 12700 N FEATHERWOOD DRIVE SUITE 260 HOUSTON, TX 77034	N/A	PC	PURCHASE HOLOGIC 3D MAMMOGRAPHY SYSTEM	50,000
TIRR FOUNDATION 4605 POST OAK PLACE SUITE 222 HOUSTON, TX 77027	N/A	PC	SUPPORT MISSION CONNECTS' 20 ACTIVE RESEARCH PROJECTS	100,000
Total				3,935,000

▶ **3a**

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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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF HOUSTON CLEAR LAKE 2700 BAY AREA BLVD MC 318 HOUSTON, TX 77058	N/A	PC	SCHOLARSHIPS FOR RN'S PURSUING BACHELOR OF SCIENCE	25,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	N/A	PC	VLSF SCHOLARSHIP FUND - PEAVY SCHOOL OF NURSING	50,000
UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A	PC	BEVO'S BEAUTIFICATION COUNCIL, GENERAL SUPPORT	34,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
UTHSC7000 FANNIN ST STE 1200 HOUSTON, TX 77030	N/A	PC	SUPPORT "HEALTHY EATING ACTIVE LIVING" PROGRAMS AT LBJ HOSPITAL	100,000
VITA LIVING INC 3300 S GESSNER ROAD SUITE 150 HOUSTON, TX 77063	N/A	PC	SUPPORT VITA LIVING HOUSING INITIATIVE	25,000
WRITERS IN THE SCHOOLS 1523 W MAIN STREET HOUSTON, TX 77006	N/A	PC	CREATE LITERACY PROGRAMS TO HOUSTON STUDENTS	10,000
Total				3a 3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON TENNIS ASSOCIATION INC 3535 BRIARPARK DRIVE SUITE 215 HOUSTON, TX 77042	N/A	PC	NATIONAL JUNIOR TENNIS LEAGUE	1,000
CHRISTIAN COMMUNITY SERVICE CENTER PO BOX 27924 HOUSTON, TX 77227	N/A	PC	"A TIME TO BUILD" CAMPAIGN	100,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA SUITE 100 HOUSTON, TX 77002	N/A	PC	SPECIAL HARVEY FUND, GENERAL SUPPORT	35,000
Total ▶ 3a				3,935,000

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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
Name and address (home or business)				
a <i>Paid during the year</i>				
CONNECT COMMUNITY 6700 BELLAIRE BOULEVARD HOUSTON, TX 77074	N/A	PC	BUILD YEAR-ROUND OUT-OF-SCHOOL PROGRAM	25,000
LOVING HOUSTON 2916 W TC JESTER BLVD STE 200 HOUSTON, TX 77018	N/A	PC	FUND CHURCH-SCHOOL PARTNERSHIP DISTRICT COORDINATOR	5,000
CHERISH OUR CHILDREN INTERNATIONAL PO BOX 79457 HOUSTON, TX 77279	N/A	PC	EXPANSION OF NO MORE VICTIMS IN HOUSTON	15,000
Total				3,935,000

▶ **3a**

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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
Name and address (home or business)				
a <i>Paid during the year</i>				
DA CAMERA OF HOUSTON 1402 SUL ROSS HOUSTON, TX 77006	N/A	PC	SUPPORT EDUCATIONAL & COMMUNITY INITIATIVES PROGRAM	10,000
BUFFALO BAYOU PARTNERSHIP 1019 COMMERCE STREET SUITE 200 HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	10,000
THE CENTER FOR HEARING AND SPEECH 1417 HOUSTON AVE HOUSTON, TX 77007	N/A	PC	SUPPORT CAMPAIGN FOR OUR FUTURE	50,000
Total ▶ 3a				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
GLENWOOD CEMETARY HISTORIC 2525 WASHINGTON AVENUE HOUSTON, TX 77007	N/A	PC	CONSTRUCTION OF THE NEW MULTI-PURPOSE ADMINISTRATION BUILDING	50,000
SERJOBS INVESTING 1710 TELEPHONE ROAD HOUSTON, TX 77023	N/A	PC	INVESTING IN THE FUTURE CAMPAIGN CONSTRUCTION DEVELOPMENT OF THEIR WORKFORCE TRAINING CENTER	100,000
NEUHAUS EDUCATION CENTER 4433 BISSONNET BELLAIRE, TX 77401	N/A	PC	SUPPORT DYSLEXIC PROGRAMS	10,000
Total ▶ 3a				3,935,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
OPEN DOOR MISSION 5803 HARRISBURG BLVD HOUSTON, TX 77011	N/A	PC	PURCHASE AIR CONDITIONING UNIT FOR G DORM	10,000
STREET GRACE 5995 FINANCIAL DRIVE NORCROSS, GA 30071	N/A	PC	GENERAL SUPPORT	15,000
UNDIES FOR EVERYONE 4019 SOUTH BRAESWOOD HOUSTON, TX 77025	N/A	PC	TEXAS CHILDREN'S MOBILE CLINIC PROGRAM	10,000
Total				3,935,000

▶ 3a

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA 2225 NORTH LOOP WEST HOUSTON, TX 77008	N/A	PC	SCOUTREACH INITIATIVES PROGRAMMING IN HOUSTON	10,000
CHILDREN'S DEFENSE FUND TEXAS 5410 BELLAIRE BLVD 203 BELLAIRE, TX 77401	N/A	PC	TEXAS BEAT THE ODDS SCHOLARSHIP & CDF FREEDOM SCHOOLS PROGRAM	10,000
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SOUTHWEST FREEWAY HOUSTON, TX 77098	N/A	PC	SUPPORT GIRL SCOUT COMMUNITY OUTREACH INITIATIVES	25,000
Total ▶ 3a				3,935,000

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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
Name and address (home or business)				
a <i>Paid during the year</i>				
GOOD SAMARITAN FOUNDATION 3262 WESTHEIMER ROAD SUITE 764 HOUSTON, TX 77098	N/A	PC	SCHOLARSHIP PROGRAMS	50,000
HEALTHCARE FOR THE HOMELESS- HOUSTON 1934 CAROLINE STREET HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	10,000
HERMANN PARK CONSERVANCY 7575 NORTH PICNIC LANE HOUSTON, TX 77007	N/A	PC	GENERAL SUPPORT	2,000
Total ▶ 3a				3,935,000

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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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON SPCA7007 OLD KATY ROAD HOUSTON, TX 77024	N/A	PC	DEVELOPMENT OF ANIMAL MED CENTER, EQUINE CENTER, OUTDOOR REHABILITATION COMPLEX	200,000
IBC NETWORK FOUNDATION PO BOX 908 FRIENDSWOOD, TX 77546	N/A	PC	GENERAL SUPPORT	1,000
KELSEY RESEARCH FOUNDATION 5615 KIRBY DR STE 660 HOUSTON, TX 77005	N/A	PC	SUPPORT THE MICROBIOME RESEARCH STUDY	100,000
Total ▶ 3a				3,935,000

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
MD ANDERSON CANCER CENTER 1881 EAST ROAD UNIT 1906 HOUSTON, TX 77054	N/A	PC	SMITH EDUCATIONAL PROGRAM TRAINING RESEARCH	100,000
UNIVERSITY OF TEXAS MEDICAL BRANCH GALVESTON 301 UNIVERSITY BLVD GALVESTON, TX 77555	N/A	PC	GENERAL SUPPORT	5,000
Total ▶ 3a				3,935,000

TY 2019 Accounting Fees Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX COMPLIANCE SERVICES	13,398	6,699		6,699

TY 2019 General Explanation Attachment

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

General Explanation Attachment

Identifier	Return Reference	Explanation	
1		FORM 990PF, PART VII-B, LINE 1A (2)(3) (4) AND LINE 1B	THE FOUNDATION'S BOOKKEEPING, CASH AND PROPERTY MANAGEMENT FUNCTIONS ARE PERFORMED BY R.E. SMITH INTERESTS INC , A MANAGEMENT COMPANY OWNED BY THE R.E. SMITH TESTAMENTARY TRUST PARTNERSHIP, A DISQUALIFIED PERSON IN THIS CAPACITY, THE MANAGEMENT COMPANY PAYS EXPENSES ON THE FOUNDATION'S BEHALF WHICH ARE LATER REIMBURSED FROM THE FOUNDATION'S FUNDS IN EXCHANGE FOR THESE SERVICES, THE FOUNDATION REMITTED TO R.E. SMITH INTERESTS, INC A MANAGEMENT FEE IN THE AMOUNT OF \$100,000 WHICH REPRESENTS REASONABLE PAYMENT FOR SUCH SERVICES THE FOUNDATION HAS ANSWERED "YES" TO QUESTIONS 1A (2), (3) AND (4) SINCE IT PAYS FOR SERVICES PROVIDED EITHER DIRECTLY OR INDIRECTLY BY A DISQUALIFIED PERSON AS DESCRIBED ABOVE. HOWEVER, THE PAYMENT FOR THESE SERVICES IS AN EXCEPTED ACT UNDER SEC 4941(D)(2)(E) SINCE THE PAYMENTS ARE FOR "PERSONAL SERVICES" WHICH ARE NECESSARY TO CARRY OUT THE EXEMPT PURPOSES OF THE FOUNDATION AND ARE "REASONABLE" IN AMOUNT AS THOSE TERMS ARE USED IN THE REGULATIONS AND OTHER AUTHORITY PRONOUNCEMENTS

TY 2019 Investments Corporate Stock Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT - INVESTORS TREASURY	618,604	618,604
STATE STREET	80,850,265	82,885,967

TY 2019 Legal Fees Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	15,033	0		15,033

TY 2019 Other Decreases Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Description	Amount
RANGER INVESTMENT DISTRIBUTIONS	31,563
SILCHESTER INVESTMENT DISTRIBUTIONS	20,432

TY 2019 Other Expenses Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	750	0		750
DELIVERY SERVICE AND OTHER EXPENSES	273	0		273
OTHER INVESTMENT EXPENSES	47,763	47,763		0

TY 2019 Other Income Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	10,330	10,330	10,330
K-1 PASSTHROUGH OTHER INCOME/LOSS	-642	-642	-642

TY 2019 Other Professional Fees Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	100,000	50,000		50,000
INVESTMENT MANAGEMENT FEES	204,243	204,243		0
OTHER PROFESSIONAL SERVICES	16,755	16,755		0

TY 2019 Taxes Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	18,227	18,227		0