

**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

2014

Department of the Treasury
Internal Revenue Service

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

SSS Foundation
101 Smith St.
Houston, TX 77999

A	Employer identification number 10-1000000
B	Telephone number (see instructions) 713-231-1111
C	If exemption application is pending, check here. ▶ <input type="checkbox"/>
D	1 Foreign organizations, check here. ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here. ▶ <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ▶ <input type="checkbox"/>

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 36,000,000.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(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 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not required to attach Sch B					
	3 Interest on savings and temporary cash investments.			N/A		
	4 Dividends and interest from securities	400,000.	400,000.			
	5a Gross rents	200,000.	200,000.			
	b Net rental income or (loss)	200,000.				
	6a Net gain or (loss) from sale of assets not on line 10.	1,630,000.				
	b Gross sales price for all assets on line 6a	4,000,000.				
	7 Capital gain net income (from Part IV, line 2)		1,900,000.			
	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).						
See Statement 1		950,000.	900,000.			
12 Total. Add lines 1 through 11.		3,180,000.	3,400,000.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	30,000.	10,000.		20,000.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)	See St. 2	5,000.	5,000.		
	b Accounting fees (attach sch)	See St. 3	10,000.	3,000.		7,000.
	c Other prof. fees (attach sch)	See St. 4	50,000.	40,000.		10,000.
	17 Interest					
	18 Taxes (attach schedule)(see instrs)	See Stm. 5	50,000.	29,000.		
	19 Depreciation (attach sch) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		5,000.			5,000.
	22 Printing and publications.					
23 Other expenses (attach schedule)						
See Statement 6		10,000.	2,000.		8,000.	
24 Total operating and administrative expenses. Add lines 13 through 23.		160,000.	89,000.		50,000.	
25 Contributions, gifts, grants paid	Part XV.	1,000,000.			1,000,000.	
26 Total expenses and disbursements. Add lines 24 and 25		1,160,000.	89,000.		1,050,000.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		2,020,000.				
b Net investment income (if negative, enter -0-).			3,311,000.			
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	89,000.	109,000.	109,000.
	2	Savings and temporary cash investments	500,000.	700,000.	700,000.
	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 sch)			
		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) Statement 7	15,260,000.	16,940,000.	16,940,000.
	c	Investments — corporate bonds (attach schedule) Statement 8	5,800,000.	5,000,000.	5,000,000.
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule) See Stmt 9	3,000,000.	3,000,000.	3,000,000.	
12	Investments — mortgage loans				
13	Investments — other (attach schedule) Statement 10	10,000,000.	10,000,000.	10,000,000.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule) See Stmt 11	12,000.	11,000.	1,000.	
15	Other assets (describe See Statement 12)	350,000.	250,000.	250,000.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	35,000,000.	36,000,000.	36,000,000.	
LIABILITIES	17	Accounts payable and accrued expenses	20,000.	30,000.	
	18	Grants payable	930,000.		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	950,000.	30,000.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	34,050,000.	35,970,000.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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			
30	Total net assets or fund balances (see instructions)	34,050,000.	35,970,000.		
31	Total liabilities and net assets/fund balances (see instructions)	35,000,000.	36,000,000.		

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	34,050,000.
2	Enter amount from Part I, line 27a	2	2,020,000.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	36,070,000.
5	Decreases not included in line 2 (itemize) See Statement 13	5	100,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	35,970,000.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Publicly - traded securities		Various	Various
b				
c				
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	4,000,000.	2,100,000.	1,900,000.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			1,900,000.	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)..... If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	1,900,000.
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	0.

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	(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 (column (b) divided by column (c))
	2013	2,050,000.	34,300,000.	0.059767
	2012	4,100,000.	38,000,000.	0.107895
	2011	3,300,000.	39,000,000.	0.084615
	2010	3,200,000.	40,000,000.	0.080000
	2009	3,900,000.	42,000,000.	0.092857
2	Total of line 1, column (d)			0.425134
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			0.085027
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			34,000,000.
5	Multiply line 4 by line 3			2,890,918.
6	Enter 1% of net investment income (1% of Part I, line 27b)			33,110.
7	Add lines 5 and 6			2,924,028.
8	Enter qualifying distributions from Part XII, line 4			1,050,000.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b	1	66,220.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	66,220.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	66,220.
6 Credits/Payments:		
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	20,000.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	20,000.
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	40,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	26,220.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. . . . ▶ \$ 0. (2) On foundation managers. . . . ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. . . . ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
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>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation.</i>	X	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? ... Website address:	13	X	
14	The books are in care of ▶ <u>B.A. Smith</u> Telephone no. ▶ <u>713-231-1111</u> Located at ▶ <u>101 South St. Houston TX</u> ZIP + 4 ▶ <u>77999</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here N/A. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year: ▶ <u>15</u> N/A			
16	At any time during calendar year 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). 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.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
	Organizations relying on a current notice regarding disaster assistance check here: ▶ <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c	X
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A
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 __ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
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 2014?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5 b** Yes No

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). See Statement 14

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b** Yes No
If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7 b** Yes No N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
S.S. Smith 101 South St. Houston, TX 77999	President 2.00	0.	0.	0.
S.A. Smith 101 South St. Houston, TX 77999	VP/Secretary 2.00	0.	0.	0.
E.A. Smith 101 South St Houston, TX 77999	Treasurer 2.00	0.	0.	0.
B.A. Smith 101 South St Houston, TX 77999	Grants Offic 33.00	40,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 **0**

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
Chilton Capital 1600 Post Oak, Ste 1900 Houston, TX 77056	Investment mgmt	40,000.

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	

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 N/A	

2	

All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3	0.

BAA

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	1 a	20,900,000.
b Average of monthly cash balances	1 b	600,000.
c Fair market value of all other assets (see instructions)	1 c	13,000,000.
d Total (add lines 1a, b, and c)	1 d	34,500,000.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	34,500,000.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	500,000.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,000,000.
6 Minimum investment return. Enter 5% of line 5	6	1,700,000.

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	1,700,000.
2 a Tax on investment income for 2014 from Part VI, line 5	2 a	66,220.
b Income tax for 2014. (This does not include the tax from Part VI.)	2 b	1,000.
c Add lines 2a and 2b	2 c	67,220.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,632,780.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,632,780.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,632,780.

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	1 a	1,050,000.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,050,000.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,050,000.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,632,780.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	2,000,000.			
b From 2010	1,600,000.			
c From 2011	1,400,000.			
d From 2012	2,200,000.			
e From 2013	300,000.			
f Total of lines 3a through e	7,500,000.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,050,000.				
a Applied to 2013, but not more than line 2a ..			0.	
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 2014 distributable amount				1,050,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a).)	582,780.			582,780.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	6,917,220.			
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 2013. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) ..	1,417,220.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	5,500,000.			
10 Analysis of line 9:				
a Excess from 2010	1,600,000.			
b Excess from 2011	1,400,000.			
c Excess from 2012	2,200,000.			
d Excess from 2013	300,000.			
e Excess from 2014				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)
None

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.
None

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:

See Statement 15

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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
<i>a Paid during the year</i>				
Arts (See attached pgs 1-2)	N/A		Details omitted.	100,000.
Civic (See attached pg 2-4)	N/A		Details omitted	200,000.
Education (See attach. pg 4-6)	N/A		Details omitted	300,000.
Health (See attached pg 6-8)	N/A		Details omitted	300,000.
Religion (See attach pg 8-9)	N/A		Details omitted	104,000.
Less grant to PF not treated as a qualifying distribution				-4,000.
Total				3 a 1,000,000.
<i>b Approved for future payment</i>				
Total				3 b

Underpayment of Estimated Tax by Corporations

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

2014

Department of the Treasury
Internal Revenue Service

Name SSS Foundation	Employer identification number 10-1000000
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	66,220.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c Credit for federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3	66,220.
4 Enter the tax shown on the corporation's 2013 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5. ..	4	46,569.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	46,569.

Part II Reasons for Filing — Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year.	9	5/15/14	6/15/14	9/15/14	12/15/14
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	10,000.	2,000.	5,000.	3,000.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15.	11	25,000.	5,000.	5,000.	5,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		15,000.	18,000.	18,000.
13 Add lines 11 and 12	13		20,000.	23,000.	23,000.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	25,000.	20,000.	23,000.	23,000.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	18	15,000.	18,000.	18,000.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 — no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19.	20			
21 Number of days on line 20 after 4/15/2014 and before 7/1/2014.	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 3%	22			
23 Number of days on line 20 after 6/30/2014 and before 10/1/2014.	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 3%	24			
25 Number of days on line 20 after 9/30/2014 and before 1/1/2015.	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 3%	26			
27 Number of days on line 20 after 12/31/2014 and before 4/1/2015.	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 3%	28			
29 Number of days on line 20 after 3/31/2015 and before 7/1/2015.	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x ____ %	30			
31 Number of days on line 20 after 6/30/2015 and before 10/1/2015.	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x ____ %	32			
33 Number of days on line 20 after 9/30/2015 and before 1/1/2016.	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x ____ %	34			
35 Number of days on line 20 after 12/31/2015 and before 2/16/2016.	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x ____ %	36			
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36.	37			
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns.	38			0.

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First 2 months	First 3 months	First 6 months	First 9 months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	21	333,333.	300,000.	566,667.	750,000.
22	Annualization amounts (see instructions)	22	6	4	2	1.33333
23a	Annualized taxable income. Multiply line 21 by line 22	23a	1,999,998.	1,200,000.	1,133,334.	999,997.
	b Extraordinary items (see instructions)	23b				
	c Add lines 23a and 23b.	23c	1,999,998.	1,200,000.	1,133,334.	999,997.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	40,000.	24,000.	22,667.	20,000.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period (see instructions)	26				
27	Total tax. Add lines 24 through 26.	27	40,000.	24,000.	22,667.	20,000.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	40,000.	24,000.	22,667.	20,000.
30	Applicable percentage.	30	25%	50%	75%	100%
31	Multiply line 29 by line 30.	31	10,000.	12,000.	17,000.	20,000.

Part III Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.

		1st installment	2nd installment	3rd installment	4th installment	
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31.	32	10,000.	12,000.	17,000.	20,000.
33	Add the amounts in all preceding columns of line 38 (see instructions)	33		10,000.	12,000.	17,000.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	10,000.	2,000.	5,000.	3,000.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: 'Large corporations,' see the instructions for line 10 for the amounts to enter.	35	11,642.	21,468.	16,555.	16,555.
36	Subtract line 38 of the preceding column from line 37 of the preceding column.	36		1,642.	21,110.	32,665.
37	Add lines 35 and 36.	37	11,642.	23,110.	37,665.	49,220.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	10,000.	2,000.	5,000.	3,000.

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil & gas royalties.....	\$ 900,000.	\$ 900,000.	
Passthrough K-1 Income.....	50,000.		
Total	<u>\$ 950,000.</u>	<u>\$ 900,000.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees.....	\$ 5,000.	\$ 5,000.		
Total	<u>\$ 5,000.</u>	<u>\$ 5,000.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance.....	\$ 10,000.	\$ 3,000.		\$ 7,000.
Total	<u>\$ 10,000.</u>	<u>\$ 3,000.</u>		<u>\$ 7,000.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees.....	\$ 40,000.	\$ 40,000.		
Strategic planning consultant.....	10,000.			\$ 10,000.
Total	<u>\$ 50,000.</u>	<u>\$ 40,000.</u>		<u>\$ 10,000.</u>

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign and state taxes.....	\$ 1,000.	\$ 1,000.		
Form 990-PF Tax.....	20,000.			
Form 990-T Tax.....	1,000.			
Severance tax - oil & gas.....	28,000.	28,000.		
Total	<u>\$ 50,000.</u>	<u>\$ 29,000.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance.....	\$ 2,500.	\$ 1,000.		\$ 1,500.
Office expenses.....	7,500.	1,000.		6,500.
Total	<u>\$ 10,000.</u>	<u>\$ 2,000.</u>		<u>\$ 8,000.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - details omitted	Mkt Val	\$ 16,940,000.	\$ 16,940,000.
	Total	<u>\$ 16,940,000.</u>	<u>\$ 16,940,000.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - details omitted	Mkt Val	\$ 5,000,000.	\$ 5,000,000.
	Total	<u>\$ 5,000,000.</u>	<u>\$ 5,000,000.</u>

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Statement 9
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 3,000,000.		\$ 3,000,000.	\$ 3,000,000.
Total	<u>\$ 3,000,000.</u>	<u>\$ 0.</u>	<u>\$ 3,000,000.</u>	<u>\$ 3,000,000.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Investment partnerships-detail omitted	Mkt Val	\$ 10,000,000.	\$ 10,000,000.
Total		<u>\$ 10,000,000.</u>	<u>\$ 10,000,000.</u>

Statement 11
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 12,000.	\$ 11,000.	\$ 1,000.	\$ 1,000.
Total	<u>\$ 12,000.</u>	<u>\$ 11,000.</u>	<u>\$ 1,000.</u>	<u>\$ 1,000.</u>

Statement 12
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
PRI - Loan to Southern College.....	\$ 250,000.	\$ 250,000.
Total	<u>\$ 250,000.</u>	<u>\$ 250,000.</u>

Statement 13
Form 990-PF, Part III, Line 5
Other Decreases

Forgiveness of PRI Loan.....	\$ 100,000.
Total	<u>\$ 100,000.</u>

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Statement 14
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name: Camp Foundation
Address: 510 Bering Dr
Address: Houston, TX 77777
Grant Date: 11/16/2012
Grant Amount: \$ 4000
Grant Purpose: Capital Project
Amt. Expended by Grantee: \$ 4000
Any Diversion by Grantee: No
Dates of Reports by Grantee: 11/3/15
Date of Verification:
Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name: Harp Family Foundation
Address: 100 Smith St
Address: Houston, TX 77777
Grant Date: 2/08/2012
Grant Amount: \$ 2000
Grant Purpose: Charitable programs
Amt. Expended by Grantee: \$ 2000
Any Diversion by Grantee: No
Dates of Reports by Grantee: 12/4/14
Date of Verification:
Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Grantee Name: Camp Foundation
Address: 510 Bering Dr
Address: Houston, TX 77777
Grant Date: 1/06/2013
Grant Amount: \$ 4000
Grant Purpose: Capital Project
Amt. Expended by Grantee: \$ 4000
Any Diversion by Grantee: No
Dates of Reports by Grantee: 11/3/15
Date of Verification:
Results of Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Statement 15
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: B.A. Smith
Care Of: SSS Foundation
Street Address: 101 South St
City, State, Zip Code: Houston, TX 77999
Telephone: 713-231-1111
E-Mail Address:
Form and Content: See www.sssfoundation.org for grant application

Statement 15 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Submission Deadlines: requirements.
See www.sssfoundation.org
Restrictions on Awards: See www.sssfoundation.org