Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: The Sim-Ayres Foundation, Inc.
Number and street (or P O box number if mail is not delivered to street address): 210 Orchard Street
Room/suite:
City or town, state, and ZIP code: Westfield, NJ 07090

A Employer identification number: 22-3513468
B Telephone number (see page 10 of the instructions): (908) 232-22
C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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, col. (c), line 16) ▶ $ 1,754,346

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

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 page 11 of the instructions).)*

	Line	Description	(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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	76,582	76,582		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	779			
	b	Gross sales price for all assets on line 6a 279,114				
	7	Capital gain net income (from Part IV, line 2)		779		
	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)				
	12	**Total.** Add lines 1 through 11	77,361	77,361		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,020	604	0	2,416
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,522	0	0	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	5,409	2,164	0	3,245
	22	Printing and publications				
	23	Other expenses (attach schedule)	495	0	0	495
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,446	2,768	0	6,156
	25	Contributions, gifts, grants paid	80,048			80,048
	26	**Total expenses and disbursements.** Add lines 24 and 25	91,494	2,768	0	86,204
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-14,133			
	b	**Net investment income** (if negative, enter -0-)		74,593		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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9

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	0	0	0
	2	Savings and temporary cash investments	52,421	3,786	3,786
	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 page 16 of the 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)	480,099	465,004	463,085
	b	Investments—corporate stock (attach schedule)	433,239	433,239	759,114
	c	Investments—corporate bonds (attach schedule)	50,000	84,440	82,095
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Mutual Funds)	472,343	487,989	446,266
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,488,102	1,474,458	1,754,346
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 SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,488,102	1,474,458	
	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 page 17 of the instructions)	1,488,102	1,474,458	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,488,102	1,474,458	

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	1,488,102
2	Enter amount from Part I, line 27a	2	-14,133
3	Other increases not included in line 2 (itemize) ▶ Cost Basis Adjustment	3	489
4	Add lines 1, 2, and 3	4	1,474,458
5	Decreases not included in line 2 (itemize) ▶ -111	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,474,458

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)
1a	See Schedule Attached			
b	Capital Gains Distribution			
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				665
b				114
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	779
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 pages 13 and 17 of the 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 page 18 of the 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))
2008	62,284	1,843,217	0.033793
2007	99,072	2,032,508	0.048743
2006	83,711	1,837,385	0.045559
2005	50,510	1,229,322	0.041095
2004	51,811	1,045,849	0.049568

2	**Total** of line 1, column (d)	2	0.218758
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	3	0.043751
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,650,105
5	Multiply line 4 by line 3	5	72,194
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	746
7	Add lines 5 and 6	7	72,940
8	Enter qualifying distributions from Part XII, line 4	8	86,204

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 on page 18.

Part VI — Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	746	00
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	746	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	746	00
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a — 1,000 00			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	1,000	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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		
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	254	00
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 254 00 **Refunded** ▶	11		

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ New Jersey			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ Nichols, Thomson, Peek & Phelan Telephone no. ▶ (908) 232-22
Located at ▶ 210 Orchard Street, Westfield, NJ ZIP+4 ▶ 07090

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2009?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ 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 page 20 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		✓

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**

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).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No ✓

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 page 22 of the 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
John Mellen P.O. Box 429, Mirror Lake, NH 03853	President/Treas/PT	0	0	0
Carol A. Mellen P.O. Box 429, Mirror Lake, NH 03853	VP/Secretary/PT	0	0	0
Gayle A. Partain P.O. Box 281, Berea, IKY 40403	Trustee/PT	0	0	0
Scott Mellen P.O. Box 429, Mirror lake, NH 03853	Trustee/PT	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions 3 N/A	
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,584,356
b	Average of monthly cash balances	1b	90,877
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,675,233
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,675,233
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	25,128
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,650,105
6	**Minimum investment return.** Enter 5% of line 5	6	82,505

Part XI **Distributable Amount** (see page 25 of the 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	83,505
2a	Tax on investment income for 2009 from Part VI, line 5	2a	746		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	746
3	Distributable amount before adjustments Subtract line 2c from line 1			3	81,759
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	81,759
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	81,759

Part XII **Qualifying Distributions** (see page 25 of the 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	86,204
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	86,204
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 page 26 of the instructions)	5	746
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	85,458

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				81,759
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			80,039	
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 86,204				
a	Applied to 2008, but not more than line 2a			80,039	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				6,165
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				75,594
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling ▶ N/A

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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 page 28 of the 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).)

John Melleni

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Salvation Army Laconia, NH 03246	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
American Friends Service Committee 1501 Cherry Street, Philadelphia, PA	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
New Hampshire Association for the Blind 25 Walker Street, Concord, NH 03301	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
Hospice of Southern Carroll County P.O Box 1620, Wolfeboro, NH 03984	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
The Nature Conservancy 4245 N. Fairfax Drive, Arlington, VA 22203	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
Ducks Unlimited 840 Littel Neck Road, Cutchogue, NY 11935	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
Society for the Protection of NH Forests 54 Portsmouth Street, Concord, NH 03301	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
Cystic Fibrosis Society Nashau, NH	**N/A**	**501C-3**	**General Operating Expenses**	**10,006**
Total . . . . ▶ **3a**				**86,204**
b *Approved for future payment*				
N/A				
Total . . . . ▶ **3b**				**0**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	76,582	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	779	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				77,361	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 77,361

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NONE

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ John A. Mellen | 4/29/2010 | ▶ PRESIDENT
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ Homer C Phelan	Date 4/23/10	Check if self-employed ▶ ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions) P00783791
Firm's name (or yours if self-employed), address, and ZIP code ▶	Nichols, Thomson, Peek & Phelan	EIN ▶	22-1633415
	210 Orchard Street, Westfield, NJ 07090	Phone no.	908 232-2244

THE SIM-AYRES FOUNDATION, INC.
2009 FORM 990-PF
ADDENDUM TO PART 1, LINES 16A, 18, 21 & 23

LINE 16A	NICHOLS, THOMSON, PEEK & PHELAN-Legal Fees	$3,020.00
LINE 18	FEDERAL EXCISE TAX	
	Balance Due 2008	$1,022.00
	Estimate for 2009	$1,500.00
LINE 21	ANNUAL MEETING EXPENSES	$5,409.00
LINE 23	COUNCIL OF SMALL FOUNDATIONS-DUES	$ 495.00

THE SIM-AYRES FOUNDATION, INC.
2009 Form 990-PF
ADDENDUM TO PART II, LINES 2, 10A, 10B, 10C & 15

ASSET	COST BASIS	MARKET VALUE 12/31/09
LINE 2		
Temporary cash investments $13,792.00		
Less check outstanding for December grant ($10,006.00)		
TOTAL	$ 3,786.00	$ 3,786.00
LINE 10A		
6M Freddie Mac 5% 1/15/23	$ 6,005.00	$ 5,977.00
28M FHLMC 5.50%, 4/15/34	$28,005.00	$ 28,172.00
19M FHLMC 5.50% 11/15/34	$ 19,005.00	$ 19,001.00
4M FHLMC 5.50% 8/15/34	$ 3,848.00	$ 4,015.00
19M FHLMC 5.50% 02/15/35	$ 19,005.00	$ 19,057.00
78M FHLMC 5.75% 6/15/36	$ 78,008.00	$ 78,516.00
45M FHLMC 5.505% 8/15/36	$ 45,005.00	$ 45,210.00
9M FHLMC 5.75% 2/11/35	$ 9,008.00	$ 9,037.00
30M FHLMC 6% 11/15/35	$ 30,008.00	$ 31,168.00
24M FHLMC 5.50% 4/15/35	$ 24,005.00	$ 24,078.00

1M FHLMC 6.00% 10/15/35	$ 1,001.00	$ 1,002.00
90M FNMA 5% 8/245/23	$ 90,005.00	$ 84,791.00
30M FHLMC 5.25% 6/15/35	$ 30,055.00	$ 30,066.00
10M FHLMC 5.75% 10/15/35	$ 10,008.00	$ 10,104.00
13M FHLMC 5.75% 8/15//36	$ 13,070.00	$ 13,386.00
24 FHLMC 5% 1/15/36	$ 24,004.00	$ 24,004.00
6M FHLMC 5% 2/15/39	$ 6,004.00	$ 6,087.00
29M FHLMC 5% 2/15/39	$ 29,005.00	$ 29,421.00
TOTAL	$465,054.00	$ 463,085.00

LINE 10B

1,500 Shs. Allied Chemical Corp.	$ 45,468.00	$ 5,415.00
4,500 Shs. Altria Group, Inc.	$ 14,637.00	$ 88,335.00
1,500 CVS Caremark Corp.	$ 55,441.00	$ 48,315.00
1M Shs. DPL Inc.	$ 27,489.00	$ 27,600.00
1,500 Shs. General Electric	$ 54,018.00	$ 22,695.00
5,810 Shs. Kraft Foods Inc.	$ 28,028.00	$157,916.00
1M Shs. NTSAR	$ 28,106.00	$ 36,800.00
1,365 Shs. Progress Energy Inc.	$ 55,882.00	$ 55,979.00
1,200 Shs. 3M Co.	$ 90,817.00	$ 99,204.00
4,500 Shs. Philip Morris	$ 33,353.00	$216,855.00
TOTAL	$433,239.00	$759,114.00

LINE 10C

10M Hartford Life Global Fd. Income Notes 4.75%, Due 1/15/17	$ 9,440.00	$ 9,356.00
25M Dow Chemical 8%, Due 6/15/16	$ 25,000.00	$ 25,251.00
50M Principal Life Inc. 5.4%, Due 4/145/16	$ 50,000.00	$ 47,488.00
TOTAL	$ 84,440.00	$ 82,095.00

LINE 15

5,588.033 Capital Income Builder	$270,428.00	$267,611.00
7,250.623 Washington Mutual Investment Fd., Inc.	$217,561.00	$178,655.00
TOTAL	$487,989.00	$446,266.00

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LO
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 500% DUE 10/15/09 DTD 01/01/07 FC 02/15/07	3,000 0000	1 0000 100 0000	02/01/07	10/15/09	3,000 00	3,000 18 3,000 18	-C
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 250% DUE 11/16/09 DTD 01/01/07 FC 02/15/07	3,000 0000	1 0000 100 0000	02/01/07	11/16/09	3,000 00	3,000 18 3,000 18	-C
FHLMC 3304 AA XXX RETAIL LOTTERY BOND REMIC MULTICLASS CMO CPN 5 500% DUE 08/15/36 DTD 04/01/07 FC 05/15/07	10,000 0000	1 0001 100 0000	05/09/07	05/15/09	10,000 00	10,001 00 10,001 00	-1
	10,000 0000	1 0001 100 0000	05/09/07	06/15/09	10,000 00	10,001 00 10,001 00	-1
	10,000 0000	1 0001 100 0000	05/09/07	08/17/09	10,000 00	10,001.00 10,001 00	-1
FNMA 06-113 AA XXX RETAIL LOTTERY BOND REMIC MULTICLASS CMO CPN 5 750% DUE 12/25/35 DTD 11/01/06 FC 12/25/06	2,000 0000	1 0015 100 0000	05/25/07	06/25/09	2,000 00	2,003 00 2,003 00	-3
Total - Long Term					**$279,000.00**	**$278,334.66**	**$665**

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LC
FHLMC 2718 HH RETAIL LOTTERY REMIC MULTICLASS CMO CPN 5 500% DUE 10/15/33 DTD 12/01/03 FC 01/15/04	1,000 0000	1 0003 100 0000	06/24/09	11/16/09	1,000 00	1,000 31 1,000 31	-C
FHLMC 2718 HH XXX PARTIAL CALL 31394N-D7-0 REMIC MULTICLASS CMO CPN 5 000% DUE 07/15/09 DTD 12/01/03 FC 01/15/04	1,000 0000	1 0003 100 0000	06/24/09	07/15/09	1,000 00	1,000 32 1,000 32	-C
FHLMC 2718 HH XXX PARTIAL CALL 31394N-D7-0 REMIC MULTICLASS CMO CPN 5 500% DUE 08/17/09 DTD 12/01/03 FC 01/15/04	7,000 0000	1 0003 100 0000	06/24/09	08/17/09	7,000 00	7,002.19 7,002 19	-2
FHLMC 2718 HH XXX PARTIAL CALL 31394N-D7-0 REMIC MULTICLASS CMO CPN 6 000% DUE 10/15/09 DTD 12/01/03 FC 01/15/04	2,000 0000	1 0003 100 0000	06/24/09	10/15/09	2,000 00	2,000 62 2,000 62	-C
FHLMC 2718 HH XXX PARTIAL CALL 31394N-D7-0 REMIC MULTICLASS CMO CPN 5 500% DUE 09/15/09 DTD 12/01/03 FC 01/15/04	5,000 0000	1 0003 100 0000	06/24/09	09/15/09	5,000 00	5,001 56 5,001 56	-1

WELLS FARGO ADVISORS

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LC
FHLMC 2733 DD XXX RETAIL LOTTERY REMIC MULTICLASS CMO CPN 5 500% DUE 04/15/33 DTD 01/01/04 FC 02/15/04	3,000 0000	0 9525 95 0000	12/03/08	07/15/09	3,000 00	2,857 50 2,857 50	142
FHLMC 3230 BB XXX RETAIL LOTTERY BOND REMIC MULTICLASS CMO CPN 5 750% DUE 04/15/36 DTD 10/01/06 FC 11/15/06	5,000 0000	1 0015 100 0000	04/23/08	02/17/09	5,000 00	5,007 50 5,007 50	-7
FHLMC 3446 GG XXX REMIC MULTICLASS CMO RETAIL LOTTERY CPN 5 500% DUE 10/15/33 DTD 05/01/08 FC 06/15/08	7,000 0000	1 0010 100 0000	06/02/08	04/15/09	7,000 00	7,007 50 7,007 50	-7
FHLMC 3459 AA XXX RETAIL LOTTERY REMIC MULTICLASS CMO CPN 5 500% DUE 03/15/38 DTD 06/01/08 FC 07/15/08	10,000 0000	1 0007 100 0000	07/16/08	04/15/09	10,000 00	10,007 50 10,007 50	-7
FHLMC 3544 AA XXX PARTIAL CALL 31398E-6G-4 REMIC MULTICLASS CMO CPN 5 000% DUE 07/15/09 DTD 06/01/09 FC 07/15/09	2,000 0000	1 0001 100 0000	06/02/09	07/15/09	2,000 00	2,000 36 2,000 36	-C

YT175038 011405 038075558175 NYNNN NNNNN NNNNNN 000014

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LC
FHLMC 3544 AA XXX PARTIAL CALL 31398E-6G-4 REMIC MULTICLASS CMO CPN 5 000% DUE 08/17/09 DTD 06/01/09 FC 07/15/09	2,000 0000	1 0001 100 0000	06/02/09	08/17/09	2,000 00	2,000 36 2,000 36	-C
FHR 3561 AA XXX PARTIAL CALL 31398J-KA-0 REMIC MULTICLASS CMO CPN 5 000% DUE 09/15/09 DTD 08/01/09 FC 09/15/09	1,000 0000	1 0007 100 0000	07/28/09	09/15/09	1,000 00	1,000 72 1,000 72	-C
Total - Short Term					**$46,000.00**	**$45,886.44**	**$11**

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LC
FHLMC 2733 DD XXX RETAIL LOTTERY REMIC MULTICLASS CMO CPN 5 500% DUE 04/15/33 DTD 01/01/04 FC 02/15/04	10,000 0000	0 9956 99 5000	02/06/07	07/15/09	10,000 00	9,956 00 9,956 00	4
FHLMC 2774 CC XXX REMIC MULTICLASS CMO RETAIL LOTTERY CPN 5 500% DUE 03/15/33 DTD 04/01/04 FC 05/15/04	6,000 0000	0 9812 98 0000	05/08/07	05/15/09	6,000 00	5,887 50 5,887 50	11

WELLS FARGO ADVISORS

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LC
FHLMC 2867 GG XXX RETAIL LOTTERY BOND REMIC MULTICLASS CMO CPN 5 500% DUE 10/15/34 DTD 10/01/04 FC 11/15/04	10,000 0000	0 9807 98 0000	05/09/07	07/15/09	10,000 00	9,807 50 9,807 50	19:
FHLMC 3021 AA XXX RETAIL LOTTERY REMIC MULTICLASS CMO CPN 5 000% DUE 02/15/34 DTD 08/01/05 FC 09/15/05	10,000 0000	0 9655 96 5000	03/26/08	04/15/09	10,000 00	9,655 00 9,655 00	34!
	5,000 0000	0 9655 96 5000	03/26/08	05/15/09	5,000 00	4,827 50 4,827 50	17:
FHLMC 3116 BB XXX RETAIL LOTTERY REMIC MULTICLASS CMO CPN 6 000% DUE 04/15/35 DTD 02/01/06 FC 03/15/06	100,000 0000	1 0000 100 0000	03/07/06	07/15/09	100,000 00	100,006 00 100,006 00	-6
FHLMC 3151 TT RETAIL LOTTERY REMIC MULTICLASS CMO CPN 6 250% DUE 12/15/35 DTD 05/01/06 FC 06/15/06	1,000 0000	1 0015 100 0000	07/17/07	03/16/09	1,000 00	1,001 50 1,001 50	-1

YT175038 011405 038075558175 NYNNN NNNNN NNNNNN 000015

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/L(
FHLMC 3155 LL XXX PARTIAL CALL 31396R-5J-2 REMIC MULTICLASS CMO CPN 5 000% DUE 09/15/09 DTD 05/01/06 FC 06/15/06	1,000 0000	1 0012 100 0000	08/15/07	09/15/09	1,000 00	1,001 25 1,001 25	-1
FHLMC 3155 LL XXX PARTIAL CALL 31396R-5J-2 REMIC MULTICLASS CMO CPN 6 000% DUE 07/15/09 DTD 05/01/06 FC 06/15/06	1,000 0000	1 0012 100 0000	08/15/07	07/15/09	1,000 00	1,001 25 1,001 25	-1
FHLMC 3159 AA RETAIL LOTTERY REMIC MULTICLASS CMO CPN 6 000% DUE 10/15/35 DTD 05/01/06 FC 06/15/06	2,000 0000	1 0000 100 0000	05/11/06	02/18/09	2,000 00	2,000 12 2,000 12	-C
FHLMC 3193 BB RETAIL LOTTERY REMIC MULTICLASS CMO CPN 6 250% DUE 11/15/35 DTD 07/01/06 FC 08/15/06	1,000 0000	1 0015 100 0000	06/26/07	04/15/09	1,000 00	1,001 50 1,001 50	-1
FHLMC 3193 BB XXX PARTIAL CALL 31396U-V3-1 REMIC MULTICLASS CMO CPN 5 250% DUE 02/17/09 DTD 07/01/06 FC 08/15/06	1,000 0000	1 0015 100 0000	06/26/07	02/17/09	1,000 00	1,001 50 1,001 50	-1

WELLS FARGO ADVISORS

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LO
FHLMC 3193 BB XXX PARTIAL CALL 31396U-V3-1 REMIC MULTICLASS CMO CPN 5 500% DUE 03/16/09 DTD 07/01/06 FC 08/15/06	1,000 0000	1 0015 100 0000	06/26/07	03/16/09	1,000 00	1,001 50 1,001 50	-1
FHLMC 3217 BB XXX PARTIAL CALL 31397A-RY-1 REMIC MULTICLASS CMO CPN 5 500% DUE 03/16/09 DTD 09/01/06 FC 10/15/06	1,000 0000	1 0007 100 0000	02/22/07	03/16/09	1,000 00	1,000 75 1,000 75	-C
FHLMC 3217 BB XXX PARTIAL CALL 31397A-RY-1 REMIC MULTICLASS CMO CPN 5 250% DUE 04/15/09 DTD 09/01/06 FC 10/15/06	2,000 0000	1 0007 100 0000	02/22/07	04/15/09	2,000 00	2,001 50 2,001 50	-1
FHLMC 3217 BB XXX PARTIAL CALL 31397A-RY-1 REMIC MULTICLASS CMO CPN 5 500% DUE 05/15/09 DTD 09/01/06 FC 10/15/06	2,000 0000	1 0007 100 0000	02/22/07	05/15/09	2,000 00	2,001 50 2,001 50	-1
FHLMC 3217 BB XXX PARTIAL CALL 31397A-RY-1 REMIC MULTICLASS CMO CPN 5 250% DUE 02/17/09 DTD 09/01/06 FC 10/15/06	1,000 0000	1 0007 100 0000	02/22/07	02/17/09	1,000 00	1,000 75 1,000 75	-C

YT175038 011405 038075558175 NYNNN NNNNN NNNNNN 000016

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LC
FHLMC 3217 EE RETAIL LOTTERY REMIC MULTICLASS CMO CPN 6 000% DUE 09/15/36 DTD 09/01/06 FC 10/15/06	19,000 0000	1 0052 100 5000	05/07/07	07/15/09	19,000 00	19,099 31 19,099 31	-99
FHLMC 3217 EE XXX PARTIAL CALL 31397A-S9-5 REMIC MULTICLASS CMO CPN 6 000% DUE 06/15/09 DTD 09/01/06 FC 10/15/06	14,000 0000	1 0052 100 5000	05/07/07	06/15/09	14,000 00	14,073 19 14,073 19	-73
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 500% DUE 04/15/09 DTD 01/01/07 FC 02/15/07	8,000 0000	1 0000 100 0000	02/01/07	04/15/09	8,000 00	8,000 48 8,000 48	-C
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 500% DUE 07/15/09 DTD 01/01/07 FC 02/15/07	13,000 0000	1 0000 100 0000	02/01/07	07/15/09	13,000 00	13,000 78 13,000 78	-C
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 500% DUE 09/15/09 DTD 01/01/07 FC 02/15/07	1,000 0000	1 0000 100 0000	02/01/07	09/15/09	1,000 00	1,000 06 1,000 06	-C

WELLS FARGO ADVISORS

Realized Gain/Loss

As of Date: 2/05

Account Number: 7737-5641
Command Account Number: 9074801614
THE SIM-AYRES FOUNDATION INC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LO
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 500% DUE 12/15/09 DTD 01/01/07 FC 02/15/07	1,000 0000	1 0000 100 0000	02/01/07	12/15/09	1,000 00	1,000 06 1,000 06	-C
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 500% DUE 03/16/09 DTD 01/01/07 FC 02/15/07	1,000 0000	1 0000 100 0000	02/01/07	03/16/09	1,000 00	1,000 06 1,000 06	-C
FHLMC 3264 UU XXX RETAIL LOTTERY REMIC MULTICLASS CMO CPN 5 750% DUE 06/15/36 DTD 01/01/07 FC 02/15/07	12,000 0000	1 0000 100 0000	02/01/07	06/15/09	12,000 00	12,000 72 12,000 72	-C
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 500% DUE 05/15/09 DTD 01/01/07 FC 02/15/07	11,000 0000	1 0000 100 0000	02/01/07	05/15/09	11,000 00	11,000 66 11,000 66	-C
FHLMC 3264 UU XXX PARTIAL CALL 31397E-SX-4 REMIC MULTICLASS CMO CPN 5 750% DUE 08/17/09 DTD 01/01/07 FC 02/15/07	6,000 0000	1 0000 100 0000	02/01/07	08/17/09	6,000 00	6,000 36 6,000 36	-C

YT175038 011405 038075558175 NYNNN NNNNN NNNNNN 000017