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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

10110 DITCH ROAD

City or town, state, and ZIP code

CARMEL, IN 46032

A Employer identification number

35-2049367

B Telephone number

317-844-9467

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)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

► \$

28,013,162.

(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).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received	300,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	521,762.	521,762.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<114,581.>			
b	Gross sales price for all assets on line 6a	20,136,631.			
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income	37,009.	37,009.		STATEMENT 2
12	Total. Add lines 1 through 11	744,190.	558,771.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	24,400.	0.		0.
c	Other professional fees				
17	Interest	49.	49.		0.
18	Taxes STMT 4	147.	147.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	29,265.	25,022.		0.
24	Total operating and administrative expenses Add lines 13 through 23	53,861.	25,218.		0.
25	Contributions, gifts, grants paid	2,850,553.			2,850,553.
26	Total expenses and disbursements. Add lines 24 and 25	2,904,414.	25,218.		2,850,553.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<2,160,224.>			
b	Net investment income (if negative, enter -0-)		533,553.		
c	Adjusted net income (if negative, enter -0-)			N/A	

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

35-2049367

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			8,092,249.	3,203,416.	3,203,416.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	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 STMT 7			4,236,817.	2,459,801.	2,528,883.
	b Investments - corporate stock STMT 8			133,518.	450,791.	432,780.
	c Investments - corporate bonds STMT 9			4,927,756.	14,453,993.	14,533,917.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ STATEMENT 10)			12,948,655.	7,622,246.	7,314,166.	
16 Total assets (to be completed by all filers)			30,338,995.	28,190,247.	28,013,162.	
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					
	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 ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			30,338,995.	28,190,247.	
30 Total net assets or fund balances			30,338,995.	28,190,247.		
31 Total liabilities and net assets/fund balances			30,338,995.	28,190,247.		

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	30,338,995.
2 Enter amount from Part I, line 27a	2	<2,160,224.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	11,476.
4 Add lines 1, 2, and 3	4	28,190,247.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,190,247.

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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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 20,136,631.		20,252,045.	<114,581.>

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			<114,581.>

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	<114,581.>
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	5,364,653.	49,439,945.	.108508
2007	5,884,862.	49,684,822.	.118444
2006	1,406,583.	40,452,656.	.034771
2005	2,584,938.	26,943,819.	.095938
2004	3,560,961.	14,790,262.	.240764

2 Total of line 1, column (d)	2	.598425
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	.119685
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	27,818,353.
5 Multiply line 4 by line 3	5	3,329,440.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,336.
7 Add lines 5 and 6	7	3,334,776.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,850,553.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	10,671.
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		
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	0.
3 Add lines 1 and 2	3	10,671.
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	10,671.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	23,914.
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	23,914.
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,243.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 13,243. Refunded <input type="checkbox"/> 0.	11	0.

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		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
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		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? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
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		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?	6	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN			
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BREN SIMON</u> Telephone no. ► <u>317-844-9467</u> Located at ► <u>10110 DITCH ROAD, CARMEL, IN</u> ZIP+4 ► <u>46032</u>			
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 ► <u>15</u> N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
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	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ , _____ , _____		
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.) <u>N/A</u>	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. ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2009?	4b	X

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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)?

☐ 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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(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
BREN SIMON 10110 DITCH ROAD CARMEL, IN 46032	TRUSTEE	0.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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
------------------	---

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.

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**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	25,373,304.
b	Average of monthly cash balances	1b	2,868,679.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	28,241,983.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,241,983.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	423,630.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,818,353.
6	Minimum investment return Enter 5% of line 5	6	1,390,918.

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	1,390,918.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	10,671.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,671.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,380,247.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,380,247.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,380,247.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,850,553.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,850,553.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,850,553.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,380,247.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	3,200,688.			
b From 2005	1,558,133.			
c From 2006	534,136.			
d From 2007	3,443,935.			
e From 2008	2,905,873.			
f Total of lines 3a through e	11,642,765.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	2,850,553.			
a Applied to 2008, 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) **	2,850,553.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	1,380,247.			1,380,247.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	13,113,071.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,820,441.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	11,292,630.			
10 Analysis of line 9:				
a Excess from 2005	1,558,133.			
b Excess from 2006	534,136.			
c Excess from 2007	3,443,935.			
d Excess from 2008	2,905,873.			
e Excess from 2009	2,850,553.			

** SEE STATEMENT 11

Form 990-PF (2009)

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)

- [illegible]

17241104 757887 86004GS0000 2009.04040 THE MELVIN AND BREN SIMON C 86004GS1

**THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE				
Total			▶ 3a	2850553.
b Approved for future payment SEE ATTACHED SCHEDULE				
Total			▶ 3b	55,220,000.

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) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here

Signature of officer or trustee

Date _____

Title

signature

Firm's name (or yours
if self-employed),
address, and ZIP code

KSM BUSINESS SERVICES, INC.
P.O. BOX 40857
INDIANAPOLIS, IN 46240-0857

Date 4

Date: 4/8/10

☐ Check if self-employed

EIN ►

Preparer's identifying number

P00045271

Phone no. (317) 580-2000

Form **990-PF** (2009)

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

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

OMB No 1545-0047

2009

Name of the organization

THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE

Employer identification number

35-2049367

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE MELVIN AND BREN SIMON CHARITABLE
FOUNDATION NUMBER ONE

Employer identification number

35-2049367

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MELVIN SIMON AND ASSOCIATES, INC. P.O. BOX 7066 INDIANAPOLIS, IN 46207	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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 SEAMANS GLOBAL BOND FUND, LLC			
b SEE ATTACHED GAIN/LOSS SCHEDULE	P	VARIOUS	VARIOUS
c THIRD AVENUE SPECIAL SITUATIONS	P	VARIOUS	VARIOUS
d IVA OVERSEAS FUND (CAYMAN) LTD., CLASS B SERIES 0	P	VARIOUS	VARIOUS
e CADOGAN ALTERNATIVE STRATEGIES FUND A	P	VARIOUS	VARIOUS
f GALTERE INTERNATIONAL FUND LTD	P	VARIOUS	VARIOUS
g GLENROCK GLOBAL PARTNERS	P	VARIOUS	VARIOUS
h			
i			
j			
k			
l			
m			
n			
o			

(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			833.
b 15,634,231.		15,631,595.	2,636.
c 302,434.		500,000.	<197,566.>
d 585,375.		750,000.	<164,625.>
e 1,262,697.		1,500,000.	<237,303.>
f 774,031.		617,700.	156,331.
g 1,577,863.		1,252,750.	325,113.
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			833.
b			2,636.
c			<197,566.>
d			<164,625.>
e			<237,303.>
f			156,331.
g			325,113.
h			
i			
j			
k			
l			
m			
n			
o			

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	<114,581.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Melvin and Bren Simon Charitable Foundation #1
12/31/2009
Holdings

Description	Purchase Price	FMV
Corporate Stock - Part II, Line 10b		
Lifepoint Inc.	93,300.00	-
Ishares Silver Trust	100,654.80	132,312.00
SPDR Gold Trust	256,836.35	300,468.00
Total Corporate Stock	450,791.15	432,780.00
Corporate Bonds - Part II, Line 10c		
East West Bank	90,000.00	90,000.00
Trustatlantic Bank	90,000.00	90,000.00
Charter Bank	90,000.00	90,000.00
Community Bank & Trust	75,000.00	75,000.00
Midfirst Bank	75,000.00	75,000.00
Premier American Bank	92,320.16	92,000.00
Advantage Bank	50,154.50	50,046.00
Tennessee Commerce Bank	65,704.65	64,214.40
Standard Bank & Trust Company	75,000.00	75,081.75
Cathay Bank	75,000.00	75,066.75
Comerica Bank	2,054.66	2,018.70
Asian Bank Arizona	75,000.00	75,192.75
Legacy Bank	75,000.00	75,229.50
New Century Bank	75,000.00	75,302.25
Evansville Commerce Bank	75,000.00	75,272.25
Homestreet Bank	51,907.00	51,095.50
Flagstar Bank FSB	93,780.00	92,160.90
Intercredit Bank NA	75,000.00	75,331.50
Standard Bank & Trust Company	100,000.00	100,692.00
Bank Florida Southwest	90,000.00	90,482.40
Bay Cities Bank	90,867.01	89,943.04
Nevada Security Bank	77,395.50	76,691.25
West Coast Bank	75,000.00	75,522.00
Farmers Exchange Bank	75,000.00	75,500.25
Irwin Union B&T Company	75,000.00	75,290.25
One BK TR NA	74,340.00	73,603.44
Loveland Bank Commerce	75,000.00	75,400.50
Westernbank Puerto Rico	25,000.00	25,531.50
Communitysouth BK & TR	75,000.00	75,618.75
Covenant Bank	75,000.00	75,432.00
Huntington National Bank	60,000.00	60,409.20
Paramount Bank	75,000.00	75,512.25
Beverly Bank & Trust	97,356.20	96,298.30
First Comm Cmnty Bank	77,786.57	76,772.25
First Covenant Bank	98,101.75	97,314.20
Meridian Bank NA	97,326.38	96,078.30
Northshore Cmnty BK & TR	98,308.07	97,650.50
American Community Bank	51,024.59	51,228.00
Capital One NA	77,617.50	77,055.00
Metro Bank	90,000.00	90,369.00
American Bank	90,000.00	90,567.90
Amern Exp Centurion Bank	90,000.00	90,446.40

Anchorbank FSB	90,000.00	90,691.20
Cortez Community Bank	90,000.00	90,405.90
First Business Bank	90,000.00	90,405.00
Parkway BK & TR Company	90,000.00	90,447.30
Summit State Bank	90,000.00	90,405.90
Towne Bank Arizon	90,000 00	90,528.30
Builders Bank	90,000 00	90,528 30
Commerce State Bank	90,000.00	90,405 90
Lakeside Bank	90,000 00	90,405.90
Bankers Bank of the West	90,000 00	90,447.30
Premier Bank	25,211.32	24,821.28
World Savings BK FSB	78,385.91	77,386.50
Red Rock Community Bank	90,000.00	90,702.90
Jefferson Bank	97,274.08	97,102.35
American Chartered Bank	41,100.00	40,837.20
Commonwealth Business BK	75,000.00	75,501.75
First NB River Falls	90,000.00	90,396.90
Amcore Bank	75,000.00	76,037.25
Eurobank Puerto Rico	75,000.00	75,051.75
Doral Bank	75,000.00	76,174.50
R G Premier Bank	75,000.00	76,127.25
Amern Expr Centurion BK	70,032.24	69,913.56
Branch BKG & TR Company	75,000.00	75,903.00
Capmark Bank	75,000.00	75,948.00
CIT Bank	75,000.00	75,855.00
First Bank Highland Park	75,000.00	75,768.00
Keybank	75,000.00	75,770.25
Macon Bank Inc	75,000 00	75,770 25
Marlin Business Bank Inc.	75,000.00	75,633.00
Oglethorpe Bank	90,041 26	90,924 30
First Pacific Bank CA	75,000.00	75,993.00
Shorebank	75,000.00	75,996.00
Chevy Chase Bank FSB	85,597.80	85,814.53
Mercantile Bank Michigan	90,000 00	90,696.60
Red Mountain Bank NA	75,000.00	75,812.25
Atlantic Southern Bank	75,000.00	75,672.75
Saehan Bank	75,000.00	75,995.25
Busey Bank	39,962.40	40,274 40
Mid Carolina Bank	54,917 50	55,377.30
National City Bank	92,837.01	92,680 20
BNB Bank NA	75,047 51	75,033.00
First Commercial Bank	93,441.60	93,362.40
Gulf Coast Bank & Trust	90,002 85	90,675.90
Provident Svgs Bank FSB	90,000.00	90,851.40
Horizon Bank	89,000 00	89,713.78
Cole Taylor Bank	41,216.00	41,349.60
Grange Bank	60,235 32	60,009 60
Progress Bank	90,000.00	90,531.00
Bridgeview Bank Group	90,000.00	90,522.90
First Virginia Cmnty BK	90,000.00	90,517.50
Midwest Community Bank	90,000.00	90,765.00
Summit Community Bank	77,587.50	77,567.25
Hillcrest Bank	125,000.00	125,691.25
Wheatland Bank	100,000.00	103,588.00
Evabank	49,702.45	49,541.76

Bank of the Commonwealth	50,000.00	50,301.00
Compass Bank	90,000.00	90,737.10
Enerbank USA	90,000 00	90,541 80
Freedom Financial Bank	100,000.00	103,819.00
Bank Commonwealth	31,177.80	31,215.90
Baytree Natl B&T Company	32,443.62	32,209.62
Conestoga Bank	90,000 00	90,800.10
Evergreen State Bank	90,000.00	90,800.10
Gold Coast Bank	90,000.00	90,468.90
Greer State Bank	90,000.00	90,535.50
Integra Bank NA	52,102.10	52,054.50
Empire National Bank	90,000.00	90,460 80
First Chicago BK & Trust	90,000.00	90,123.30
Lehman Bros Coml Bank	26,214.72	26,030.00
Frontier Bank	90,000 00	90,657 90
Wachovia Mortgage FSB	157,650 00	156,444.00
Capmark Bank	125,000.00	125,568.75
Compass Bank	100,000 00	100,501.00
Westernbank Puerto Rico	200,000.00	202,434.00
Cornerstonebank	150,000 00	150,669.00
First National Bank	101,967.13	101,260.24
Eurobank	75,227 18	75,312.75
Cole Taylor Bank	67,561.40	67,728.70
Doral Bank	75,000.00	75,293.25
Southport Bank	100,000.00	100,148.00
Barclays Bank Delaware	150,000.00	150,058.50
First South Bank	75,000.00	74,923.50
Nexbank SSB	150,000 00	150,067 50
Meridian Bank NA	26,418.50	26,349.50
Citizens National Bank	100,000.00	100,115.00
Baytree Natl B&T Company	52,369.52	52,176.00
Eastern Savings Bank FSB	79,380.00	78,759.00
Discover Bank	86,018.00	85,312.80
World Savings BK FSB	53,149 02	52,692 50
Shorebank	53,100.09	52,820.50
Capital One Bank USA NA	69,181 20	68,614 92
MB Financial Bank N A	47,160.00	46,830.15
Private Bank Buckhead	94,117 14	93,891.60
Republic Bank	52,163.24	51,996.00
Interwest National Bank	78,653.62	78,786 00
Shorebank	53,144.04	52,658.50
CIT Bank	100,997.76	100,253 76
Heritage Bk of Commerce	90,000 00	90,285.30
Border State Bank	26,575.97	26,357 25
First Bank & Trust	100,000.00	103,995.00
Firstbank Puerto Rico	55,204.05	55,632 42
State Bk of Long Island	90,000.00	90,350.10
Capmark Bank	50,544 34	50,762.50
Sallie Mae Bank	85,425.00	86,276.70
Merrick Bank	75,000 00	75,709 50
International Bank	75,000.00	75,627.75
Citizens Bank	78,113.06	78,565 50
Fortunebank	90,000 00	90,507.60
Twin City Bank	90,000.00	90,402.30
Home Federal Svgs Bank	90,000.00	91,228 50

Sunsouth Bank	90,000.00	91,023.30
Byron Bank	100,000.00	104,422.00
Paragon National Bank	90,000.00	91,222.20
Discover Bank	100,000.00	104,907.00
Privatebank & TR Company	100,000.00	100,000.00
Scotiabank DE PR	47,941.34	48,188.25
Fireside Bank	75,407.07	74,940.60
Midfirst Bank	46,098.72	46,131.10
GE Money Bank	100,000.00	99,891.00
Coastal BK & TR Florida	200,000.00	199,554.00
Columbus BK & TR Company	100,000.00	99,616.00
Inland Bank & Trust	75,000.00	75,354.75
State Bank of India	26,080.00	26,395.75
First Cent BK McCook NA	93,675.04	94,473.90
Woodlands Bank	98,467.50	99,878.25
Florida Community Bank	100,000.00	105,740.00
Fedl Natl Mtg Assn	29,890.00	31,220.84
Oriental Bank & Trust	92,597.74	93,934.80
Acacia Fedi Savings Bank	98,087.50	99,731.00
BMW Bank North America	90,000.00	91,283.40
Signature Bank	90,000.00	90,700.20
Bank IL Normal	90,000.00	90,687.60
Mid Wisconsin Bank	77,052.50	77,452.84
First Federal Svgs Bank	90,000.00	90,221.40
Queensborough Natl BK & TR	100,000.00	105,141.00
M&I Marshall & Isley	100,000.00	105,935.00
Calpine Corp Senior	-	-
Total Corporate Bonds	14,453,993.20	14,533,917.08

U.S. Government Obligations - Part II, Line 10a

US Treas - TIPS	1,724,434.89	1,753,476.91
US Treas - TIPS	482,594.04	515,382.12
US Treas - TIPS	252,772.55	260,023.84
Total U.S. Gov't Obligations	2,459,801.48	2,528,882.87

Other Investments - Part II, Line 15

Galtere International Fund	832,300.00	1,035,676.00
Glenrock Global Partners	1,247,250.00	1,533,322.00
Mayo Capital Partners	1,500,000.00	1,534,462.00
Passport Offshore	389,322.00	705,855.00
Seamans Global Bond Fund	544,592.00	544,592.00
Portfolio Advisors	633,782.00	856,326.00
Hawkeye Capital	1,000,000.00	1,103,933.00
Aldarra Fund	1,475,000.00	-
Total Other Investments	7,622,246.00	7,314,166.00

Melvin and Bren Simon Charitable Foundation #1
Sale of Investments
Year Ended 12/31/09

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>BASIS</u>	<u>PROCEEDS</u>	<u>GAIN/ (LOSS)</u>
Marine Harvest	Various	1/2/2009	15,144.92	2,604.11	(12,540.81)
Marine Harvest	Various	1/2/2009	19,513.05	3,526.09	(15,986.96)
Wilhelmsen LTD	Various	1/2/2009	6,294.28	2,480.94	(3,813.34)
Alliance Bank - 2.9%	8/27/2009	12/11/2009	75,640.50	75,000.00	(640.50)
Alliance Bank - 1.0%	4/24/2008	4/29/2009	100,000.00	100,000.00	-
Ally Bank	9/3/2009	12/11/2009	225,000.00	225,000.00	-
American Cmnty	5/7/2008	9/8/2009	42,352.42	42,000.00	(352.42)
Citizens Bank	3/10/2009	6/24/2009	75,000.00	75,000.00	-
Cmmty Bank of NV	5/27/2009	8/19/2009	68,518.20	66,000.00	(2,518.20)
Georgian Bank - 1.75%	3/10/2009	9/30/2009	75,000.00	75,000.00	-
Goldman Sach	2/12/2009	10/1/2009	205,267.00	200,000.00	(5,267.00)
Hillcrest Bank	5/26/2009	10/26/2009	78,061.50	75,000.00	(3,061.50)
Independent Bank	9/3/2009	12/16/2009	225,000.00	225,000.00	-
Johnson Bank	3/10/2009	8/27/2009	75,262.50	75,000.00	(262.50)
Mutual Bank	5/27/2009	8/5/2009	93,079.81	90,000.00	(3,079.81)
Orion Bank	3/10/2009	11/18/2009	82,152.00	80,000.00	(2,152.00)
Proficio Bank	10/28/2009	12/4/2009	240,000.00	240,000.00	-
Silverton Bank	3/10/2009	5/6/2009	75,262.50	75,000.00	(262.50)
Temecula Valley Bank	7/8/2009	7/22/2009	34,867.98	34,000.00	(867.98)
United Commercial Bank	5/26/2009	11/12/2009	90,000.00	90,000.00	-
Associated Bank	Various	7/14/2009	240,000.00	240,000.00	-
BMW Bank	Various	6/4/2009	100,000.00	100,000.00	-
Bank of Cleveland	Various	7/14/2009	240,000.00	240,000.00	-
Bank of Houston	Various	7/14/2009	240,000.00	240,000.00	-
Bank of North Georgia	Various	4/16/2009	100,000.00	100,000.00	-
Bank of Oklahoma	6/2/2008	6/5/2009	100,000.00	100,000.00	-
Bank Delmarva	Various	12/14/2009	100,000.00	100,000.00	-
Bank of the Sierra	Various	7/9/2009	240,000.00	240,000.00	-
Bankunited	Various	4/16/2009	100,000.00	100,000.00	-
Beal Bank	9/3/2009	12/9/2009	225,000.00	225,000.00	-
Capaha Bank	Various	7/9/2009	240,000.00	240,000.00	-
Capmark Bank	Various	6/4/2009	100,000.00	100,000.00	-
Charter Bank	4/30/2008	5/7/2009	55,000.00	55,000.00	-
Citizens Bank	Various	6/24/2009	100,000.00	100,000.00	-
Colonial Bank	3/11/2009	8/24/2009	75,000.00	75,000.00	-
Colorado Capital Bank	Various	10/14/2009	240,000.00	240,000.00	-
Cornerstone Bank	Various	4/30/2009	100,000.00	100,000.00	-
East West Bank	Various	4/16/2009	100,000.00	100,000.00	-
Enterprise Bank	1/9/2009	7/14/2009	240,000.00	240,000.00	-
Evergreen Bank	Various	11/16/2009	240,000.00	240,000.00	-
Fed'l Home Loan Bank - 7.03%	Various	7/14/2009	38,237.50	35,000.00	(3,237.50)
Fed'l Home Loan Bank - 6.5%	Various	8/14/2009	54,062.50	50,000.00	(4,062.50)
First Advantage Bank	Various	9/29/2009	91,872.00	90,000.00	(1,872.00)
First Regional Bank	Various	12/16/2009	100,000.00	100,000.00	-
First UTD Bank	9/3/2009	12/14/2009	225,000.00	225,000.00	-

First ST Bank STP	6/13/2008	11/18/2009	100,000.00	100,000.00	-
First Bank Bev	4/14/2008	4/21/2009	100,000.00	100,000.00	-
Firstbank Puerto Rico	Various	6/5/2009	100,000.00	100,000.00	-
Firstier Bank	Various	4/30/2009	100,000.00	100,000.00	-
GE Money Bank	Various	4/9/2009	240,000.00	240,000.00	-
GE Capital Financial Inc	Various	6/4/2009	100,000.00	100,000.00	-
GMAC Bank	Various	7/9/2009	240,000.00	240,000.00	-
Georgia Commerce Bank	Various	7/13/2009	240,000.00	240,000.00	-
Georgian Bank - 3.75%	Various	9/30/2009	100,000.00	100,000.00	-
Goldman Sachs	1/9/2009	12/31/2009	240,000.00	240,000.00	-
Hanmi Bank	6/4/2008	6/4/2009	100,000.00	100,000.00	-
Home Federal - 3.3%	6/2/2008	6/4/2009	100,000.00	100,000.00	-
Key West Bank	4/14/2008	4/16/2009	100,000.00	100,000.00	-
Monroe Bank	1/9/2009	7/14/2009	240,000.00	240,000.00	-
Morgan Stanley	1/8/2009	7/9/2009	240,000.00	240,000.00	-
Natl Bank SC	4/11/2008	4/16/2009	100,000.00	100,000.00	-
Natl Rep Bank	1/8/2009	7/9/2009	240,000.00	240,000.00	-
Nexbank	Various	6/9/2009	100,000.00	100,000.00	-
Oriental Bank	4/9/2008	2/11/2009	100,000.00	100,000.00	-
Pacific Capital Bank	Various	10/9/2009	240,000.00	240,000.00	-
Park Sterling	Various	3/25/2009	100,000.00	100,000.00	-
Parke Bank	Various	4/16/2009	240,000.00	240,000.00	-
Providian National Bank	Various	10/27/2009	101,633.07	100,000.00	(1,633.07)
Queenstown Bank	1/12/2009	10/14/2009	240,000.00	240,000.00	-
Ranier Pacific Bank	Various	7/16/2009	240,000.00	240,000.00	-
Sallie Mae Bank	Various	12/11/2009	100,000.00	100,000.00	-
Southwest State Bank	Various	7/16/2009	240,000.00	240,000.00	-
TCM Bank	Various	7/15/2009	240,000.00	240,000.00	-
Tifton Banking Company	Various	6/4/2009	100,000.00	100,000.00	-
Towne Bank of Arizona	Various	12/15/2009	100,000.00	100,000.00	-
Tristate Capital Bank	Various	12/11/2009	100,000.00	100,000.00	-
United Commerical Bank	Various	4/16/2009	100,000.00	100,000.00	-
US Century Bank	6/9/2008	6/11/2009	100,000.00	100,000.00	-
UST Bill	11/4/2009	12/3/2009	1,249,969.00	1,249,969.00	-
Voyager Bank	Various	5/14/2009	240,000.00	240,000.00	-
Wachovia Bank - 5.0%	Various	3/27/2009	100,000.00	100,000.00	-
Wachovia Bank - 3.3%	Various	4/16/2009	100,000.00	100,000.00	-
Waggoner National Bank	Various	7/13/2009	240,000.00	240,000.00	-
Washington Savings Bank	Various	10/14/2009	240,000.00	240,000.00	-
Webster Five	Various	3/27/2009	100,000.00	100,000.00	-
Westernbank - 4.3%	Various	5/26/2009	101,479.12	100,000.00	(1,479.12)
Westernnak - 2.25%	3/10/2009	7/22/2009	50,000.00	50,146.00	146.00
Worthington Fed	3/10/2009	9/17/2009	75,000.00	75,000.00	-
Yadkin VLY BK&TR Company	Various	5/14/2009	240,000.00	240,000.00	-
Cobiz Bk Denver		1/5/2009	95,000.00	95,000.00	-
Apple Bk for Svgs			95,000.00	95,000.00	-
NY Coml BK			95,000.00	95,000.00	-
US Treas		1/15/2009	1,860,250.11	1,917,890.10	57,639.99
Amer Comm. Bank			42,675.12	50,614.59	7,939.47
Gain/Loss			15,631,595.08	15,634,230.83	2,635.75

Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2009

Grant/Contribution Recipient	If recipient is an individual relationship to foundation	Foundation status of recipient	Purpose of grant or contribution	Amount
American Friends of the Hebrew University 500 N Michigan Avenue, Suite 1530 Chicago, IL 60611	N/A	501(c)(3)	Contribution to General Fund	\$333,333.25
American Society of Yad Vashem 500 Fifth Avenue, 42nd Floor New York, NY 10110-4299	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00
Anti-Defamation League 309 W Washington Street, Ste 750 Chicago, IL 60606-3296	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00
Aspen Country Day School 3 Music School Road Aspen, CO 81611	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00
B'nai Brith 2020 K Street NW, 7th Floor Washington D C 20006	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00
Children's Bureau, Inc 615 North Alabama St, Ste 426 Indianapolis, IN 46204	N/A	501(c)(3)	Annual Pledge	\$50,000.00
Clinton Global Initiative 610 President Clinton Ave Little Rock, AR 72201	N/A	501(c)(3)	CGI 2009 Sponsorship	\$497,000.00
Coalition for Homelessness Intervention & Prevention 3737 N Meridian St, Suite 401 Indianapolis, IN 46208	N/A	501(c)(3)	Blueprint Celebration 2009	\$1,000.00
Congregation Beth-El 600 W 70th Street Indianapolis, IN 46260	N/A	501(c)(3)	Special Donation 2009	\$25,500.00
Elz Chaim Sephardic Congregation P O Box 80004 Indianapolis, IN 46280	N/A	501(c)(3)	Annual Pledge	\$50,000.00
Friends of Israel Defense Forces 350 Fifth Avenue New York, NY 10118	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00
Gleaners Food Bank 1102 East 16th Street	N/A	501(c)(3)	Food Bank Donation	\$20,000.00

Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2009

Indianapolis, IN 46202					
Helene G. Simon Hillel Indiana University 730 E. Third Street Bloomington, IN 47401	N/A	501(c)(3)	Campus Super Star 2009	\$5,000.00	
Indiana Plan 863 Massachusetts Ave Indianapolis, IN 46204	N/A	501(c)(3)	11th Annual Summer Camp	\$5,000.00	
Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	CEO/Director Chair Endowment Art & Nature Park Project Read My Pins Exhibit	\$500,000.00 \$25,000.00 \$50,000.00	
Indianapolis Symphony Orchestra 32 E Washington St., Suite 600 Indianapolis, IN 46204	N/A	501(c)(3)	Opening Night Gala 2010 Young People's Program	\$1,720.00 \$10,000.00	
Indy Reads 2450 N. Meridian Street Indianapolis, IN 46208	N/A	501(c)(3)	Contribution to General Fund	\$1,500.00	
International Crisis Group 420 Lexington Ave #2640 New York, NY 10170	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00	
Jewish Braille Institute 110 East 30th Street New York, NY 10016	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00	
Jewish Federation of Greater Indianapolis 615 N. Alabama Indianapolis, IN 46204	N/A	501(c)(3)	Annual Campaign Operation Promise	\$880,000.00 \$20,000.00	
Jewish Free Loan Association 6505 Wilshire Blvd, Suite 715 Los Angeles, CA 90048	N/A	501(c)(3)	Contribution to General Fund	\$5,000.00	
Jewish National Fund 42 East 69th Street New York, NY 10021	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00	
Jews for Judaism 1801 Avenue of the Stars #535 Los Angeles, CA 90067	N/A	501(c)(3)	Contribution to General Fund	\$1,000.00	
Juvenile Diabetes Research Foundation 8440 Woodfield Crossing Blvd Ste 201 Indianapolis, IN 46240	N/A	501(c)(3)	Annual Pledge	\$5,000.00	
Little Sisters of the Poor St. Augustine's Home 2345 W 86th Street	N/A	501(c)(3)	Contribution to General Fund	\$1,500.00	

Melvin and Bren Simon Charitable Foundation #1
Schedule of Disbursements
For the Year 2009

Indianapolis, IN 46260					
Michael J Fox Foundation Church Street Station P O Box 780 New York, NY 10008-0780	N/A	501(c)(3)	Contribution to General Fund	\$25,000 00	
National Democratic Institute 2030 M Street, NW Washington D C 20038	N/A	501(c)(3)	Madeline K Albright Grant Video Grant	\$100,000 00 \$100,000 00	
National Multiple Sclerosis Society P O Box 1606 Indianapolis, IN 46206	N/A	501(c)(3)	Dinner of Champions Donation	\$1,000 00	
Northwood University 2600 North Military Trail West Palm Beach, FL 33409-2911	N/A	501(c)(3)	Contribution to General Fund	\$1,000 00	
Second Helpings 1121 Southeastern Avenue Indianapolis, IN 46202	N/A	501(c)(3)	Harvest at Home Donation	\$1,500 00	
Smile Train 41 Madison Ave, 28th Floor New York, NY 10010	N/A	501(c)(3)	Contribution to General Fund	\$1,000 00	
Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104	N/A	501(c)(3)	Contribution to General Fund	\$5,000 00	
St Jude's Children's Research Hospital 501 St Jude Place Memphis, TN 20854	N/A	501(c)(3)	Contribution to General Fund	\$500 00	
The Aspen Institute One Dupont Circle, NW Suite 700 Washington D C 20036-1133	N/A	501(c)(3)	2009 Annual Dinner	\$25,000 00	
United Way of Central Indiana P O Box 88049 Indianapolis, IN 46208	N/A	501(c)(3)	Melvin Simon Pedge 2009	\$15,000 00	
William J Clinton Foundation 55 West 125th Street New York, NY 10027	N/A	501(c)(3)	Read My Pins Exhibit	\$75,000 00	
World Jewish Congress Foundation 501 Madison Ave, 17th Floor New York, NY 10022	N/A	501(c)(3)	Pledge 2009	\$5,000 00	
Total				<u>\$2,850,553 25</u>	

Melvin and Bren Simon Charitable Foundation #1
Grants and Contributions Approved for Future Payment
For the Year 2009

	Grant/Contribution Recipient	If recipient is an individual relationship to foundation	Foundation status of recipient	Purpose of grant or contribution	Amount
22 remaining installments	IU Endowment Gift P.O. Box 500 Bloomington, IN 47402	N/A	501(c)(3)	IU Cancer Center	\$44,000,000.00
9 remaining installments	Riley Hospital for Children 702 Barnhill Drive Indianapolis, IN 46202	N/A	501(c)(3)	Riley Hospital for Children Simon Family Tower Endowment	\$4,500,000.00
7 remaining installments	Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	CEO/Director Chair Endowment	\$3,500,000.00
10 remaining installments	Gleaners Food Bank 1102 East 16th Street Indianapolis, IN 46202	N/A	501(c)(3)	Food Bank Donation	\$1,000,000.00
4 remaining installments	Jewish Federation of Greater Indianapolis 615 N Alabama Indianapolis, IN 46204	N/A	501(c)(3)	Annual Campaign	\$880,000.00
6 remaining installments	National Democratic Institute 2030 M Street, NW Washington D C. 20038	N/A	501(c)(3)	Madeleine K. Albright Grant	\$600,000.00
3 remaining installments	William J. Clinton Foundation P.O. Box 1104 Little Rock, AR 72203	N/A	501(c)(3)	Contribution to General Fund	\$300,000.00
3 remaining installments	Etz Chaim Sephardic Congregation P.O. Box 80004 Indianapolis, IN 46280	N/A	501(c)(3)	Annual Pledge	\$150,000.00
3 remaining installments	Children's Bureau, Inc 615 North Alabama St, Ste 426 Indianapolis, IN 46204	N/A	501(c)(3)	Annual Pledge	\$150,000.00
5 remaining installments	Indianapolis Museum of Art 1200 W 38th Street Indianapolis, IN 46208	N/A	501(c)(3)	Art & Nature Park Project	\$125,000.00
3 remaining installments	Juvenile Diabetes Research Foundation 8440 Woodfield Crossing Blvd Ste 201 Indianapolis, IN 46240	N/A	501(c)(3)	Annual Pledge	\$15,000.00
					<u><u>\$55,220,000.00</u></u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	4,366.	0.	4,366.
INTEREST	510,384.	0.	510,384.
SEAMANS GLOBAL	7,012.	0.	7,012.
TOTAL TO FM 990-PF, PART I, LN 4	521,762.	0.	521,762.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SEAMANS GLOBAL	37,009.	37,009.	
TOTAL TO FORM 990-PF, PART I, LINE 11	37,009.	37,009.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,400.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	24,400.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	64.	64.		0.
FOREIGN TAXES FROM K-1'S	83.	83.		0.
TO FORM 990-PF, PG 1, LN 18	147.	147.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	18,348.	18,348.			0.
EXPENSES FROM SEAMANS GLOBAL K-1	6,674.	6,674.			0.
BANK FEES	163.	0.			0.
MISCELLANEOUS EXPENSE	4,080.	0.			0.
TO FORM 990-PF, PG 1, LN 23	29,265.	25,022.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
BOOK TAX DIFFERENCES RELATED TO SEAMANS GLOBAL K-1		11,476.	
TOTAL TO FORM 990-PF, PART III, LINE 3		11,476.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVERNMENT OBLIGATIONS	X		2,459,801.	2,528,883.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,459,801.	2,528,883.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,459,801.	2,528,883.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	450,791.	432,780.
TOTAL TO FORM 990-PF, PART II, LINE 10B	450,791.	432,780.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	14,453,993.	14,533,917.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,453,993.	14,533,917.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	12,167,123.	7,622,246.	7,314,166.
DISTRIBUTION RECEIVABLE	781,532.	0.	0.
TO FORM 990-PF, PART II, LINE 15	12,948,655.	7,622,246.	7,314,166.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

PURSUANT TO REGULATIONS SECTION 53.4942(A)-3(D)(2), TAXPAYER ELECTS TO
TREAT THE EXCESS QUALIFYING DISTRIBUTIONS AS A DISTRIBUTION OUT OF
CORPUS.