Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 , and ending

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: WILLIAM & HOPE G. SIMPSON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 30 N. LA SALLE ST. Room/suite: 1232

City or town, state, and ZIP code: CHICAGO, IL 60602-3344

A Employer identification number: 36-6071622

B Telephone number (see page 10 of the instructions): (312) 726-3110

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)* ▶ $ 3,850,549

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))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	177	177		
	4 Dividends and interest from securities	103,985	103,985		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(53,680)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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)	390	5		
	12 **Total.** Add lines 1 through 11	50,872	104,167		
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)				
	b Accounting fees (attach schedule)	8,239	8,239		
	c Other professional fees (attach schedule)				
	17 Interest	519	519		
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,399	2,399		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,269	4,269		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,426	15,426		
	25 Contributions, gifts, grants paid	180,500			180,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	195,926	15,426		180,500
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	(145,054)			
	b **Net investment income** (if negative, enter -0-)		88,741		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	8,578	27,828	27,828
	2	Savings and temporary cash investments	385,017	402,156	402,156
	3	Accounts receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	1,131,143	1,295,958	1,898,579
	b	Investments—corporate stock (attach schedule)	1,195,046	941,768	1,078,087
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	465,214	356,347	443,899
	14	Land, buildings, and equipment: basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,184,998	3,024,057	3,850,549
Liabilities	17	Accounts payable and accrued expenses		534	
	18	Grants payable	396,000	392,500	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	396,000	393,034	
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	2,788,998	2,631,023	
	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)	2,788,998	2,631,023	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,184,998	3,024,057	

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	2,788,998
2	Enter amount from Part I, line 27a	2	(145,054)
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,099
4	Add lines 1, 2, and 3	4	2,649,043
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	18,020
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,631,023

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 ATTACHED SCHEDULE			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				(53,680)
b				
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	(53,680)
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	193,332	4,242,209	0.045573
2007	235,100	4,747,135	0.049525
2006	204,000	4,358,040	0.046810
2005	161,001	3,706,796	0.043434
2004	122,000	3,389,084	0.035998

2 **Total** of line 1, column (d)	2	0.221340
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	0.044268
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,508,863
5 Multiply line 4 by line 3	5	155,330
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	887
7 Add lines 5 and 6	7	156,217
8 Enter qualifying distributions from Part XII, line 4	8	180,500

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)

1 a 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 ▶ [X] and enter 1% of Part I, line 27b		1	887
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	887
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	887
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 4,701		
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	4,701
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	3,814
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 3,814 **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
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		X
*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		X
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		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
4 a 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	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ILLINOIS			
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 on page 27)? *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

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

		Line	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		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?	13	X	

Website address ▶

14 The books are in care of ▶ SIMPSON ESTATES INC. Telephone no. ▶ (312) 726-3110

Located at ▶ 30 N. LA SALLE ST. SUITE 1232 CHICAGO IL ZIP+4 ▶ 60602-3344

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.

			Line	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	N/A	
	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		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?	☐ 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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
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	N/A	
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

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** N/A

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** X (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** X (No)

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
See Attached Statement				

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 NONE	
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 NONE	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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	3,072,478
b	Average of monthly cash balances	1b	489,819
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,562,297
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	3,562,297
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	53,434
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,508,863
6	**Minimum investment return.** Enter 5% of line 5	6	175,443

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	175,443
2a	Tax on investment income for 2009 from Part VI, line 5	2a	887		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	887
3	Distributable amount before adjustments Subtract line 2c from line 1			3	174,556
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	174,556
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	174,556

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	180,500
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	180,500
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	887
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	179,613

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				174,556
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			4,240	
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 ▶ $ 180,500				
a	Applied to 2008, but not more than line 2a			4,240	
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				174,556
e	Remaining amount distributed out of corpus	1,704			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,704			
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				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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	1,704			
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 1,704				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter: (1) Value of all assets .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed .					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .					
(3) Largest amount of support from an exempt organization .					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see 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).)

SEE ATTACHED SCHEDULE

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*				
SEE ATTACHED SCHEDULE				180,500
Total . . . ▶ **3a**				180,500
b *Approved for future payment*				
MIDDLESEX SCHOOL CONCORD MA				148,500
FAY SCHOOL SOUTHBOROUGH MA				120,000
RUSH UNIVERSITY MEDICAL CENTER CHICAGO IL				24,000
BOYS CLUB OF NEW YORK NEW YORK NY				100,000
Total . . . ▶ **3b**				392,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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			14	177	
4 Dividends and interest from securities			14	103,985	
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	(53,680)	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a SEE ATTACHED SCHEDULE			14	390	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				50,872	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 50,872

(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 28 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)		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.

(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

Signature of officer ~~or trustee~~ Date 9/27/10 Title PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Date 9/21/2010	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions) P00542258
Firm's name (or yours if self-employed), address, and ZIP code	SIMPSON ESTATES INC. 30 N. LA SALLE ST. SUITE 1232 CHICAGO, IL 60602-3344		EIN 36-2541394 Phone no (312) 726-3110

10a

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	US TRUST CO, TRUSTEE FOR W SIMPSON	NONE
2	PJ HERBERT TRUSTEE W SIMPSON ESTATE	
3		
4		
5		
6		
7		
8		
9		
10		

69.

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	PATRICK J. HERBERT III		30 N. LA SALLE ST. SUITE 1232	CHICAGO	IL	60602-3344		PRES/DIR	PART
2	SARAH C. AMMERMAN		30 N. LA SALLE ST. SUITE 1232	CHICAGO	IL	60602-3344		SEC	PART
3	MARVIN CHIN		30 N LA SALLE ST. SUITE 1232	CHICAGO	IL	60602-3344		TREAS	PART
4	HOPE G. SIMPSON		30 N LA SALLE ST SUITE 1232	CHICAGO	IL	60602-3344		DIRECTOR	PART
5	JAMES F. CURTIS III		30 N. LA SALLE ST. SUITE 1232	CHICAGO	IL	60602-3344		DIRECTOR	PART
6	HOWARD B. SIMPSON		30 N. LA SALLE ST. SUITE 1232	CHICAGO	IL	60602-3344		DIRECTOR	PART
7	PATRICIA S. O'KIEFFE		30 N. LA SALLE ST. SUITE 1232	CHICAGO	IL	60602-3344		DIRECTOR	PART
8									
9									
10									

William and Hope G Simpson Foundation
36-6071622

Part I, Line 11 - Other Income & Part XVI, Line 11 - Other Revenue

SGF LLC - Ordinary Loss	(13)
Flag Private Equity L P - Trade or Bus.	(261)
Flag Venture Partners II, LP - Other Portfolio Inc	18
Simglo, L.P. - Ordinary Loss	74
Flag Private Equity L P. - Other Port Inc	49
Flag Private Equity L P - Other Passive Income	4
Flag Private Equity L P - Cancellation of Debt	11
FG-AFII - Other Portfolio Income	1
Denmark Income Tax Refund	122
	5
Tax Refund - Form 2439 Taxes	385
	390

Part I, Line 16b - Accounting Fees

Simpson Estates, Inc - Accounting and Tax Preparation	8,239

Part I, Line 18 - Taxes

Simglo LP - Franchise Tax	2
Alis & Co - Foreign Tax Paid	1,650
Simglo LP - Foreign Tax Paid	717
SGF LLC - Foreign Tax Paid	28
Flag Private Equity - Foreign Tax Paid	2
Total Column B	2,399

Part I, Line 23 - Other Expenses

Simglo, LP	2,506
SGF, LLC	461
Flag Venture Partners II, LP	175
Flag Private Equity L P	1,003
FG- AFII	11
Total From Passthroughs	4,156
Filing Fees	25
Investment Fees	88
Total Other Expenses	4,269

Part II, Line 13 - Other Investments

	Book Value	Market Value
Simglo, LP	300,002	387,554
SGF, LLC	0	0
Flag Venture Partners II, LP	15,664	15,664
FG- AFII Prime Venture Partners	4,775	4,775
Flag Private Equity, LP	35,906	35,906
Total Other Investments	356,347	443,899

NAME: WILLIAM & HOPE SIMPSON FOUNDATION
ACCOUNT: F WGFND
EIN: 36 6071622

CAPITAL GAIN AND LOSS
FOR YEAR: 2009

SECURITY			QUAN	ACQ DATE	SELL DATE	PROCEEDS	COST	GAIN/ -LOSS
Part I: Short Term Capital Gains & Losses:								
APPLE INC	(AAPL)		100.00	10/24/08	06/22/09	14,045.33	9,431.15	4,614.18
AMERICAN CAP LTD	(ACAS)		403.97	08/10/09	11/20/09	1,200.49	1,300.75	100.26
			.03	09/02/09	11/20/09	.09	.11	-.02
AMER SUPERCONDUCTOR	(AMSC)		290.00	10/24/08	06/19/09	7,854.81	3,150.95	4,703.86
U S TREASURY BILL	(TBILL	.5000 04/09/09)	20.00	03/05/09	04/02/09	19,999.56	19,999.61	-.05
U S TREASURY BILL	(TBILL	.1000 05/13/10)	4.00	11/19/09	11/30/09	3,998.01	3,998.25	.24
				Short Term Totals:		47,098.29	37,880.82	9,217.47
Part II: Long Term Capital Gains & Losses:								
APPLE INC	(AAPL)		90.00	10/24/08	11/20/09	18,006.53	8,488.03	9,518.50
AMERICAN CAP LTD	(ACAS)		1,470.00	01/31/08	11/20/09	4,368.44	51,957.88	47,589.44
AEGON CORP	(AEG)		2,780.00	08/22/07	11/20/09	19,747.50	50,862.32	31,114.82
AMER INTL GROUP	(AIG)			03/13/01	06/18/09	367.11	.00	367.11
AMAZON CO	(AMZN)			07/11/00	05/14/09	4.03	.00	4.03
MOTOROLA, INC	(MOT)			11/01/00	05/29/09	399.99	.00	399.99
NOVO NORDISK ADR	(NVO)		340.00	05/26/05	11/20/09	22,467.04	8,896.73	13,570.31
PETROBRAS ADR	(PBR)		170.00	10/29/07	11/20/09	8,500.30	8,075.11	425.19
SINGAPORE EXCHANGE	(SPXCF)		5,400.00	09/26/08	11/23/09	31,066.05	24,557.04	6,509.01
U S TREASURY NOTE	(USTN	6.0000 08/15/09)	200.00	01/21/00	08/15/09	200,000.00	189,374.95	10,625.05
				Long Term Totals:		304,926.99	342,212.06	37,285.07
					Totals:	352,025.28	380,092.88	-28,067.60

15

WILLIAM & HOPE G. SIMPSON FOUNDATION

36-6071622

CAPITAL GAIN (LOSS) SUMMARY - 2009

PARTNERSHIP GAINS & (LOSSES):

SIMGLO, L.P. (36-3860054)

Short Term Capital Gain (Loss)	3,346
Long Term Capital Gain (Loss)	(7,342)

SGF, L.L.C. (36-4181745)

Short Term Capital Gain (Loss)	(2,116)
Long Term Capital Gain (Loss)	(23,397)

FLAG VENTURE PARTNERS II, L.P. (06-1478807)

Short Term Capital Gain (Loss)	(31)
Long Term Capital Gain (Loss)	660

FLAG PRIVATE EQUITY L.P. (06-1582343)

Short Term Capital Gain (Loss)	172
Long Term Capital Gain (Loss)	507

TOTAL PARTNERSHIP GAINS (LOSSES)	(28,201)
CAPITAL GAINS (LOSSES) FROM PREVIOUS PAGE	(28,067)
CAPITAL GAIN DISTRIBUTIONS	2,848
NET SEC. 1231 GAINS (LOSSES)	(28)
SEC. 1256 STRADDLE GAINS (LOSSES)	0
LOSS FROM DIST. OF SGF LLC INTEREST	(232)
TOTAL CAPITAL GAINS & LOSSES	(53,680)

PERSON: WM & HOPE SIMPSON IND | SPECIFIC | HOLDINGS AS OF: 12/31/09
ACCOUNT: P | INVESTMENT REPORT | PRICES AS OF: 12/31/09 | PAGE
I

SECURITY			QUAN	AVG COST	TOTAL COST	UNIT VALUE	TOTAL VALUE	UNIT DIV	TOTAL DIV
APPLE INC	(AAPL)		200.00	94.31	18,862.30	210.732	42,146.40	0.00	0.00
ALCON INC	(ACL)		420.00	88.74	37,269.35	164.350	69,027.00	3.50	1,470.00
AES CORP	(AES)		2,630.00	18.59	48,897.49	13.310	35,005.30	0.00	0.00
AMER SUPERCONDUCTOR	(AMSC)		1,410.00	10.87	15,320.12	40.900	57,669.00	0.00	0.00
BOMBARDIER CL B	(BOMBB)		11,545.00	2.15	24,822.45	4.557	52,610.57	0.10	1,154.50
BP PLC ADS	(BP)		900.00	42.63	38,362.50	57.970	52,173.00	3.38	3,042.00
BERKSHIRE HATH CL B	(BRKB)		15.00	481.47	7,222.09	3286.000	49,290.00	0.00	0.00
BORG WARNER A	(BWA)		620.00	32.67	20,255.98	33.220	20,596.40	0.00	0.00
A M CASTLE & CO (R)	(CAS)		17,508.00	4.82	84,406.24	13.690	239,684.52	0.00	0.00
CME GROUP	(CME)		50.00	327.17	16,358.71	335.960	16,798.00	4.60	230.00
DEVON ENERGY	(DVN)		917.00	23.26	21,333.27	73.500	67,399.50	0.64	586.88
FANUC LTD	(FANUF)		440.00	82.82	36,441.84	92.701	40,788.44	0.40	176.00
TORONTO DOMINION BANK	(TD)		990.00	38.16	37,778.60	37.710	37,332.90	0.52	514.80
ITT INDUSTRIES	(ITT)		990.00	37.77	37,396.36	49.740	49,242.60	0.85	841.50
ILLINOIS TOOL WORKS	(ITW)		1,000.00	28.39	28,387.49	47.990	47,990.00	1.24	1,240.00
ST JOE CORP	(JOE)		1,480.00	33.80	50,025.57	28.890	42,757.20	0.00	0.00
LEUCADIA NATIONAL	(LUK)		1,540.00	21.63	33,306.19	23.790	36,636.60	0.00	0.00
MATTHEWS PAC TIGER	(MAPTX)		3,036.87	12.14	36,882.18	19.230	58,399.09	0.20	607.37
MONSANTO CO	(MON)		500.00	72.74	36,369.62	81.750	40,875.00	1.06	530.00
MICROSOFT CORP	(MSFT)		1,470.00	35.95	52,850.03	30.480	44,805.60	0.52	764.40
NATIONAL OILWELL V	(NOV)		520.00	27.07	14,078.37	44.090	22,926.80	0.40	208.00
NORTHERN TRUST CO	(NTRS)		1,060.00	39.94	42,335.59	52.400	55,544.00	1.12	1,187.20
NOVO NORDISK ADR	(NVO)		800.00	26.17	20,933.49	63.850	51,080.00	0.88	704.00
NOVARTIS AG	(NVS)		540.00	56.26	30,380.18	54.430	29,392.20	1.47	793.80
NYSE EURONEXT COM	(NYX)		620.00	55.38	34,335.20	25.300	15,686.00	1.20	744.00
PETROBRAS ADR	(PBR)		950.00	47.50	45,125.61	47.680	45,296.00	0.75	712.50
PLUM CREEK TIMBER	(PCL)		1,695.00	27.28	46,239.18	37.760	64,003.20	1.68	2,847.60
PROCTER & GAMBLE	(PG)		800.00	5.46	4,367.31	60.630	48,504.00	1.76	1,408.00
QUANTA SERVICES	(PWR)		1,290.00	9.13	11,777.70	20.840	26,883.60	0.00	0.00
ROCHE HLD ADR	(RHHBY)		1,160.00	36.79	42,670.60	42.200	48,952.00	0.94	1,090.40
ROLLS ROYCE PLC	(RYCEY)		1,440.00	27.04	38,933.70	39.010	56,174.40	1.12	1,612.80
SCHLUMBERGER,LTD	(SLB)		752.00	27.25	20,488.24	65.090	48,947.68	0.84	631.68
SENOMYX INC	(SNMX)		2,885.00	10.54	30,401.98	3.770	10,876.45	0.00	0.00
TENET HEALTHCARE	(THC)		3,540.00	5.31	18,805.48	5.390	19,080.60	0.00	0.00
VULCAN MATERIALS	(VMC)		790.00	77.52	61,241.13	52.670	41,609.30	1.00	790.00
WASTE MANAGEMENT INC	(WM)		1,340.00	27.97	37,474.36	33.810	45,305.40	1.26	1,688.40
WAL-MART CO.	(WMT)		900.00	45.79	41,208.60	53.450	48,105.00	1.09	981.00
EXXON MOBIL CORP	(XOM)		930.00	40.66	37,810.30	68.190	63,416.70	1.68	1,562.40
DENTSPLY INTL INC	(XRAY)		1,580.00	22.03	34,802.59	35.170	55,568.60	0.22	347.60
U.S. TREASURY NOTE	(USTN	4.6250 02/29/12)	75.00	98.09	73,569.00	107.180	80,385.00		3,468.75
U.S. TREASURY NOTE	(USTN	4.7500 05/15/14)	200.00	100.98	201,951.05	110.030	220,060.00		9,500.00
U.S. TREASURY NOTE	(USTN	4.1250 05/15/15)	50.00	96.37	48,185.50	106.620	53,310.00		2,062.50
U. S. TREASURY BOND	(USTB	7.2500 05/15/16)	130.00	108.77	141,406.25	123.790	160,927.00		9,425.00
U.S. TREASURY BOND	(USTB	7.5000 11/15/16)	50.00	91.69	45,843.75	126.020	63,010.00		3,750.00
U.S. TREASURY BOND	(USTB	8.0000 11/15/21)	150.00	114.54	171,812.50	136.170	204,255.00		12,000.00
U S TREASURY BOND	(USTB	6.2500 08/15/23)	150.00	100.88	151,312.50	119.440	179,160.00		9,375.00
U.S. TREASURY NOTE	(USTN	6.0000 02/15/26)	100.00	107.69	107,687.50	116.980	116,980.00		6,000.00
					2,237,725.79		2,976,666.05		84,048.08

	Book Value	Fair Market Value
Corporate Stocks	1,295,958	1,898,579
U S Govt. obligations	941,768	1,078,087
	2,237,726	2,976,666

[illegible] 4/14/10

WILLIAM & HOPE G. SIMPSON FOUNDATION (36-6071622)
PART XV - 2009 GRANTS & CONTRIBUTIONS PAID

RECIPIENT CITY AND STATE	PURPOSE OF GRANT	AMOUNT
1 NATIONAL SKYDIVING MUSEUM FREDERICKSBURG, VA 22407	UNRESTRICTED	$5,000 00
2 BAHAMAS MISSION OF FLORIDA - ROMAN CATHOLIC ARCHDICESE OF NASSAU FNDN	2009 CATHOLIC ARCHDIOCESAN APPEAL	$1,000 00
3 BOYS CLUB OF NEW YORK NEW YORK, NY	UNRESTRICTED	$35,000 00
4 CHICAGO ZOOLOGICAL SOCIETY BROOKFIELD, IL	BISON CIRCLE	$1,500.00
5 MEMORIAL SLOAN KETTERING CANCER CENTER NEW YORK, NY	ANNUAL APPEAL	$5,000.00
6 NEW CANAAN COUNTRY SCHOOL NEW CANAAN, CT	UNRESTRICTED	$1,000.00
7 COLUMBIA UNIVERSITY, DEPT. OF OPHTHALMOLOGY NEW YORK, NY	UNRESTRICTED	$3,000.00
8 HOSPITAL FOR SPECIAL SURGERY NEW YORK, NY	UNRESTRICTED	$5,000.00
9 SALVATION ARMY OF GREATER NY NEW YORK, NY	UNRESTRICTED	$500.00
10 FAY SCHOOL SOUTHBOROUGH, MA	ANNUAL FUND & WENDY STEINBERG FIELD TRIPS FUND	$12,000 00
11 MIDDLESEX SCHOOL CONCORD, MA	PETER & SUZY ARNOLD SCHOLARSHIP FUND	$5,000.00
12 ST. FRANCIS HOSPITAL FOUNDATION ROSLYN, NY	UNRESTRICTED	$2,000.00
13 CATHOLIC CHARITIES USA ALEXANDRIA, VA	2009 ANNUAL PLEDGE	$1,000.00
14 MIDDLESEX SCHOOL CONCORD, MA	UNRESTRICTED	$51,500.00
15 FAY SCHOOL SOUTHBOROUGH, MA	SCHOLARSHIP FUND	$40,000 00
16 RUSH UNIVERSITY MEDICAL CENTER CHICAGO, IL	SIMPSON FAMILY ENDOWED SCHOLARSHIP FUND	$12,000.00
	TOTAL CONTRIBUTIONS	$180,500 00

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	UNREALIZED APPRECIATION - PTRSHP INTEREST	1	1,273
2	DECREASE IN PLEDGES PAYABLE	2	3,500
3	BOOK-TAX DIFFERENCE - FLAG PRIVATE EQUITY	3	316
4	BOOK-TAX DIFFERENCE - FG-AFII	4	10
5	Total	5	5,099

Line 5 - Decreases not included in Part III, Line 2

1	FLAG PRIVATE EQUITY 2008 LOSS	1	18,020
2	Total	2	18,020

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization WILLIAM & HOPE G. SIMPSON FOUNDATION	**Employer identification number** 36-6071622
	Number, street, and room or suite no. If a P O. box, see instructions. 30 N. LA SALLE ST. SUITE 1232	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO IL 60602-3344	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ SIMPSON ESTATES INC. 30 N. LA SALLE ST. SUITE 1232 CHICAGO IL 60602

  Telephone No. ▶ (312) 726-3110 FAX No. ▶ (312) 726-3143
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box . . . . ▶ [ ] . If it is for part of the group, check this box. . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ________, and ending ________.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 1,600
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 4,700
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return See instructions	WILLIAM & HOPE G. SIMPSON FOUNDATION	36-6071622
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	30 N. LA SALLE ST. SUITE 1232	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	CHICAGO IL 60602-3344	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ SIMPSON ESTATES INC. 30 N. LA SALLE ST. SUITE 1232 CHICAGO IL 60602

  Telephone No. ▶ (312) 726-3110 FAX No. ▶ (312) 726-3143

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . . . ▶ [ ]. If it is for part of the group, check this box . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010.

5 For calendar year 2009, or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension More time is requested to acquire all information needed to complete and file an accurate return.

8 a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 900
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4700
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ PRESIDENT Date ▶ 8/10/10