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

OMB No 1545-0052

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 change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation ROBERT ELLIS SIMON FOUNDATION		A Employer identification number 95-6035905
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 312 S. CANYON VIEW DRIVE		B Telephone number (310) 656-1111
	City or town, state, and ZIP code LOS ANGELES, CA 90049		C If exemption application is pending, 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		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,672,794. (Part I, column (d) must be on cash basis)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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 ☐

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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		48,672.	48,672.		STATEMENT 1
4 Dividends and interest from securities		48,992.	48,992.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<129,892.>			
b Gross sales price for all assets on line 6a		374,268.			
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		679.	679.		STATEMENT 3
12 Total Add lines 1 through 11		<31,549.>	98,343.		
13 Compensation of officers, directors, trustees, etc		24,200.	0.		24,200.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		4,000.	2,000.		0.
c Other professional fees STMT 5		14,175.	14,175.		0.
17 Interest					
18 Taxes STMT 6		3,525.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		8.	0.		0.
22 Printing and publications					
23 Other expenses STMT 7		1,470.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		47,378.	16,175.		24,200.
25 Contributions, gifts, grants paid		225,646.			225,646.
26 Total expenses and disbursements Add lines 24 and 25		273,024.	16,175.		249,846.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<304,573.>			
b Net investment income (if negative, enter -0-)			82,168.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	23,425.	18,192.	18,192.
	2 Savings and temporary cash investments	178,168.	34,398.	34,398.
	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 8	76,865.	0.	0.
	b Investments - corporate stock STMT 9	2,512,230.	2,341,954.	2,591,182.
	c Investments - corporate bonds STMT 10	915,229.	1,007,662.	1,028,884.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	1,000.	138.	138.
	16 Total assets (to be completed by all filers)	3,706,917.	3,402,344.	3,672,794.
	17 Accounts payable and accrued expenses			
Liabilities	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
Net Assets or Fund Balances	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
Net Assets or Fund Balances	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	0.	0.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,706,917.	3,402,344.	
	30 Total net assets or fund balances	3,706,917.	3,402,344.	
	31 Total liabilities and net assets/fund balances	3,706,917.	3,402,344.	

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	3,706,917.
2 Enter amount from Part I, line 27a	2	<304,573.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,402,344.
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	3,402,344.

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	P		
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 374,268.		504,160.	<129,892.>
b			
c			
d			
e			

(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			<129,892.>
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	<129,892.>
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	232,663.	3,737,166.	.062257
2007	257,603.	4,551,318.	.056600
2006	247,753.	4,577,469.	.054124
2005	232,844.	4,562,243.	.051037
2004	227,259.	4,560,833.	.049828

2 Total of line 1, column (d)	2	.273846
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	.054769
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,395,790.
5 Multiply line 4 by line 3	5	185,984.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	822.
7 Add lines 5 and 6	7	186,806.
8 Enter qualifying distributions from Part XII, line 4	8	249,846.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	822.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	822.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	822.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	960.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2009 estimated tax payments and 2008 overpayment credited to 2009		6d	
b Exempt foreign organizations - tax withheld at source		7	960.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	138.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 138. Refunded ☐			

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?		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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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>THE FOUNDATION</u> Telephone no ► <u>(310) 656-1111</u> Located at ► <u>312 S. CANYON VIEW DRIVE, LOS ANGELES, CA</u> ZIP+4 ► <u>90049</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> <u>N/A</u>		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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.)	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 ► _____, _____, _____		
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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
HAROLD WILLIAMS	TRUSTEE			
1200 GETTY CENTER DRIVE				
LOS ANGELES, CA 90049	1.00	0.	0.	0.
JOAN G. WILLENS	TRUSTEE			
312 S. CANYON VIEW DRIVE				
LOS ANGELES, CA 90049	3.00	15,000.	0.	0.
RALPH WILLIAMS	EXECUTIVE DIRECTOR			
3090 HOMEWOOD STREET				
SIMI VALLEY, CA 93063	1.00	9,200.	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."

(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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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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	3,320,274.
b	Average of monthly cash balances	1b	127,091.
c	Fair market value of all other assets	1c	138.
d	Total (add lines 1a, b, and c)	1d	3,447,503.
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	3,447,503.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,713.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,395,790.
6	Minimum investment return Enter 5% of line 5	6	169,790.

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	169,790.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	822.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	822.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,968.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	168,968.
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	168,968.

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	249,846.
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	249,846.
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	822.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	249,024.

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.

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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				168,968.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,409.			
b From 2005	6,542.			
c From 2006	20,938.			
d From 2007	31,028.			
e From 2008	47,719.			
f Total of lines 3a through e	107,636.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 249,846.				
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)	0.			
d Applied to 2009 distributable amount				168,968.
e Remaining amount distributed out of corpus	80,878.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	188,514.			
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	1,409.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	187,105.			
10 Analysis of line 9:				
a Excess from 2005	6,542.			
b Excess from 2006	20,938.			
c Excess from 2007	31,028.			
d Excess from 2008	47,719.			
e Excess from 2009	80,878.			

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 <i>John S. Wallace</i>		Date <i>11-15-10</i>	Title <i>Trustee</i>	
	Preparer's signature <i>S. St. Amant</i>		Date <i>11/04/10</i>	Check if self-employed ☐	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code SHARON ST. AMAND-HERSHOW, CPA 19816 HENSHAW STREET WOODLAND HILLS, CA 91364			EIN ☐	
				Phone no. 818-999-6625	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	60,192.
MERRILL LYNCH-LESS AMORTIZATION OF BOND PREMIUM	<11,520.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	48,672.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	48,992.	0.	48,992.
TOTAL TO FM 990-PF, PART I, LN 4	48,992.	0.	48,992.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	679.	679.	
TOTAL TO FORM 990-PF, PART I, LINE 11	679.	679.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,000.	2,000.		0.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT CONSULTING FEES	14,175.	14,175.		0.
TO FORM 990-PF, PG 1, LN 16C	14,175.	14,175.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,362.	0.		0.
FOREIGN TAX	1,103.	0.		0.
OTHER	60.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,525.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEES	392.	0.		0.
SUPPLIES	614.	0.		0.
FEES	464.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,470.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK AND MUTUAL FUNDS-SEE ATTACHED	2,341,954.	2,591,182.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,341,954.	2,591,182.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-SEE ATTACHED	1,007,662.	1,028,884.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,007,662.	1,028,884.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX RECEIVABLE	1,000.	138.	138.
TO FORM 990-PF, PART II, LINE 15	1,000.	138.	138.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CHILD AND FAMILY CENTER FOUNDATION 21545 CENTRE POINTE PARKWAY SANTA CLARITA, CA 91350	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	25,725.
STEP UP ON SECOND 1328 SECOND STREET SANTA MONICA, CA 90404	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	26,250.
VALLEY OASIS P.O. BOX 2980 LANCASTER, CA 93539	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	35,000.
EARLY CHILDHOOD PARENTING CENTER 1440 HARVARD STREET SANTA MONICA, CA 90404	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	33,671.
DOWNTOWN WOMEN'S CENTER 325 SOUTH LOS ANGELES STREET LOS ANGELES, CA 90013	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	10,000.
JEWISH FAMILY AND CHILDREN'S SERVICE 3801 E. WILLOW STREET LONG BEACH, CA 90815	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	25,000.
WRIGHT INSTITUTE LOS ANGELES 9911 PICO BLVD SUITE 720 LOS ANGELES, CA 90035	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	30,000.
OPICA ADULT DAY CARE CENTER 11750 MISSOURI AVE LOS ANGELES, CA 90025	NONE TO FURTHER DONEE'S EXEMPT PURPOSE	501(C)(3)	40,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

225,646.

- 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 File by the extended due date for filing the return. See instructions	Name of Exempt Organization		Employer identification number
	ROBERT ELLIS SIMON FOUNDATION		95-6035905
	Number, street, and room or suite no. If a P.O. box, see instructions		For IRS use only
	312 S. CANYON VIEW DRIVE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	LOS ANGELES, CA 90049		

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

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

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

THE FOUNDATION

- The books are in the care of **312 S. CANYON VIEW DRIVE - LOS ANGELES, CA 90049**

Telephone No. **(310) 656-1111**

FAX No.

- 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 **NOVEMBER 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

ADDITIONAL TIME IS NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	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	\$	960.
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

Date

Form **8868** (Rev. 4-2009)

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
75,000 0000	FEDERAL FARM CREDIT BANK	01/28/08	03/04/09	75,000 00	75,000 00	0 00
5 0000	AMERICAN INTERNATIONAL	10/18/00	07/14/09	73 34	9,352 50	(9 279 16) LT
5 0000	AMERICAN INTERNATIONAL	11/15/00	07/14/09	73 34	9 821 25	(9 747 91) LT
10 0000	AMERICAN INTERNATIONAL	05/21/01	07/14/09	146 69	16 900 00	(16 753 31) LT
20 0000	AMERICAN INTERNATIONAL	11/25/03	07/14/09	293 40	22,944 00	(22,650 60) LT
15 0000	AMERICAN INTERNATIONAL	06/18/04	07/14/09	220 06	21 636 00	(21 415 94) LT
300 0000	CITIGROUP INC	11/15/00	07/21/09	776 98	14 174 41	(13 397 43) LT
300 0000	CITIGROUP INC	05/21/01	07/21/09	776 98	14 333 82	(13 556 84) LT
500 0000	CITIGROUP INC	11/25/03	07/21/09	1 294 97	23 600 00	(22 305 03) LT
1 500 0000	IRON MOUNTAIN INC NEW	11/11/04	07/21/09	44 668 85	33 798 90	10 869 95 LT
1 400 0000	STARBUCKS CORP	03/16/06	07/21/09	20 422 39	51 439 36	(31 016 97) LT
700 0000	STARBUCKS CORP	03/27/06	07/21/09	10 211 20	25 688 67	(15 477 47) LT
1 000 0000	WHOLE FOODS MKT INC COM	11/21/06	07/21/09	22 229 43	48,840 00	(26 610 57) LT
2,000 0000	CARNIVAL CORP PAIRED SHS	05/12/04	08/26/09	61 157 43	38,894 00	22 263 43 LT
1 200 0000	NESTLE S A REP RG SH ADR	07/14/03	08/26/09	48 394 75	24,432 00	23 962 75 LT

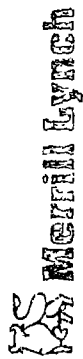
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Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
800 0000	TEVA PHARMACTCL INDS ADR	11/25/03	08/26/09	41 536 52	22 796 00	18 740 52 LT
200 0000	TEVA PHARMACTCL INDS ADR	12/16/03	08/26/09	10 384 14	5 759 00	4 625 14 LT
200 0000	MOODY'S CORP	07/14/03	11/20/09	4 575 88	5 614 00	(1 038 12) LT
1 000 0000	MOODY'S CORP	09/25/03	11/20/09	22 879 41	27 521 80	(4 642 39) LT
400 0000	MOODY'S CORP	12/16/03	11/20/09	9 151 77	11 614 00	(2 462 23) LT



EMASM Fiscal Statement

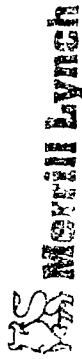
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1,558 45	1,558 45			
32,840	CMA MONEY FUND		32 840 00	32 840 00			32 84
	Total Cash and Money Funds		34,398 45	34,398 45			32.84
Corporate Bonds							
100,000	GOLDMAN SACHS GROUP LP NOTES 144A 07 750% JUN 15 2013	08/04/04	107,790 03	111,798 00	4,007 00	344 44	7 750 00
75 000	ALLSTATE CORPORATION DEBENTURES 07 500% JUN 15 2013	08/02/04	80 991 70	84,146 25	3,154 00	250 00	5 625 00
25,000	ABBOTT LABORATORIES GLB 05 150% NOV 30 2012	04/30/09	26 747 28	27,323 75	576 00	107 29	1,288 00
100,000	BELLSOUTH CORP GLB 05 200% SEP 15 2014	04/18/08	99 611 97	107 099 00	7 487 00	1,531 11	5 200 00
65,000	INTL LEASE FINANCE CORP GLB 05 000% SEP 15 2012	02/26/08	64 805 00	54,503 80	(10,301 00)	956 94	3,250 00
100,000	CISCO SYSTEMS INC GLB 05 500% FEB 22 2016	04/18/08	102,192 94	109,790 00	7,597 00	1,970 83	5 500 00



CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
25 000	CONOCOPHILLIPS COMPANY GUARNT 05 625% OCT 15 2016	06/23/09	26,578 71	27,120 00	541 00	296 88	1,407 00
100 000	GENERAL ELECTRIC CR CRP SER MTNA GLB 06 875% NOV 15 2010	08/24/07	101 547 28	105,414 00	3 866 00	878 47	6 875 00
20 000	GENENTECH INC (USA) SENIOR NOTES GLB 04 400% JUL 15 2010	04/21/09	20,255 17	20 411 60	156 00	405 78	880 00
50 000	GENERAL ELECTRIC CO GLB 05 250% DEC 06 2017	03/26/08	49,979 25	51 093 00	1,113 00	182 29	2 625 00
100 000	MORGAN STANLEY GROUP INC 07 000% OCT 01 2013 MOODY'S A2 S&P A + <	08/04/04	105 874 74	107 289 00	1 414 00	1 750 00	7 000 00
25 000	PEPSICO INC GLB 04 650% FEB 15 2013	06/18/09	26 053 76	26 704 25	650 00	439 17	1 163 00
30 000	VERIZON NEW JERSEY INC SER A GLB 05 875% JAN 17 2012	02/26/08	30 518 65	31 963 20	1 444 00	802 92	1,763 00



EMATM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
200 000	BK AMERICA MTGE CMO 2003 6 1A16VAR AUG25 33 AMORTIZED VALUE 14715	06/06/03	14,715 40	12,811 80	(1,903 00)	86 00	1,031 00
50 000	TOYOTA MOTOR CREDIT CORP SER MTNB STEP% JUL 25 2017	01/07/05	50,000 00	50,585 50	585 00		2,750 00
100,000	NM GENL ELEC CAP CORP BE SER MTN GLB STEP% MAY 15 2015	05/01/03	100 000 00	100 831 00	831 00		6 000 00
Total Corporate Bonds			1,007,661 88	1,028,884.15	21,217.00	10,002 12	60,107.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1 300	AT& T INC	07/21/09	31,915 00	36 439 00	4 524 00	2,185 00
1 300	AT& T INC	08/26/09	34,712 99	36,439 00	1,726 00	2 185 00
200	APPLE INC	08/26/09	33 800 00	42 146 40	8,346 00	
8	BERKSHIRE HATHAWAY CLB	08/20/02	19,872 48	26 288 00	6,415 00	





EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10	BERKSHIRE HATHAWAY CLB	04/15/03	23 867 52	32 860 00	9 192 00	
7	BERKSHIRE HATHAWAY CLB	06/18/04	20 391 42	23 002 00	2 610 00	
10	BERKSHIRE HATHAWAY CLB	08/26/09	33 176 57	32 860 00	(316 00)	
500	BED BATH & BEYOND INC	10/18/00	10 812 50	15 305 00	8 492 00	
500	BED BATH & BEYOND INC	01/29/01	12 437 50	19 305 00	6 867 00	
600	BED BATH & BEYOND INC	11/25/03	24 714 00	23 166 00	(1 548 00)	
700	BED BATH & BEYOND INC	03/16/06	26 341 00	27 027 00	686 00	
300	COSTCO WHOLESALE CRP DEL	10/18/00	10 237 50	17 751 00	7 513 00	216 00
300	COSTCO WHOLESALE CRP DEL	12/28/00	11 418 75	17 751 00	6 332 00	216 00
600	COSTCO WHOLESALE CRP DEL	01/29/01	26 362 50	35 502 00	9 139 00	432 00
500	COSTCO WHOLESALE CRP DEL	08/16/04	20 440 00	29 585 00	9 145 00	360 00
1,000	CENOVUS ENERGY INC	04/24/06	24 448 85	25 200 00	751 00	201 00
300	CISCO SYSTEMS INC COM	10/18/00	16 143 75	7 182 00	(8 961 00)	
200	CISCO SYSTEMS INC COM	12/28/00	8 262 50	4 788 00	(3 474 00)	
500	CISCO SYSTEMS INC COM	01/29/01	18 625 00	11 970 00	(6 655 00)	
1 000	CISCO SYSTEMS INC COM	05/21/01	22 250 00	23 940 00	1 690 00	
800	CISCO SYSTEMS INC COM	12/16/03	19 152 00	19 152 00		

PLEASE SEE REVERSE SIDE
Statement Period
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Year Ending 12/31/09



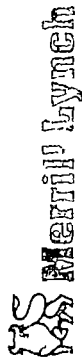
Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Equities						
900	EQUITY RESIDENTIAL REIT	10/30/03	26,198 65	30,402 00	4,203 00	1,215 00
1 100	EXXON MOBIL CORP COM	09/15/04	52 228 00	75,009 00	22 781 00	1,848 00
400	EXXON MOBIL CORP COM	09/26/05	25,588 00	27,276 00	1 688 00	672 00
1,000	ENCANA CORP	04/24/06	25,961 15	32,390 00	6 428 00	800 00
800	FPL GROUP INC	08/20/02	22 302 68	42,256 00	19,953 00	1,512 00
800	FPL GROUP INC	11/25/03	25,396 00	42,256 00	16,860 00	1 512 00
400	FEDEX CORP DELAWARE COM	06/24/03	24,076 00	33 380 00	9,304 00	177 00
300	FEDEX CORP DELAWARE COM	10/30/03	22 191 00	25 035 00	2 844 00	133 00
200	FEDEX CORP DELAWARE COM	11/25/03	14,286 00	16,690 00	2 404 00	89 00
200	GENERAL ELECTRIC	10/18/00	11 130 00	3,026 00	(8 104 00)	80 00
200	GENERAL ELECTRIC	11/15/00	10 505 00	3,026 00	(7,479 00)	80 00
400	GENERAL ELECTRIC	05/21/01	21,252 00	6,052 00	(15,200 00)	160 00
900	GENERAL ELECTRIC	10/30/03	26,217 00	13,617 00	(12,600 00)	361 00
600	GENERAL ELECTRIC	12/16/03	18,396 00	9,078 00	(9 318 00)	240 00
200	GOOGLE INC CL A	12/27/06	93,172 52	123,996 00	30 823 00	
400	JOHNSON AND JOHNSON COM	11/15/00	18 930 00	25,764 00	6,834 00	784 00

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EMATM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Equities						
400	JOHNSON AND JOHNSON COM	01/29/01	18,452 00	25,764 00	7 312 00	784 00
400	JOHNSON AND JOHNSON COM	06/18/04	22 088 00	25 764 00	3,676 00	784 00
200	JOHNSON AND JOHNSON COM	08/16/04	11 230 00	12,882 00	1 652 00	392 00
1 200	LOWE'S COMPANIES INC	06/24/03	26,130 00	28 068 00	1 938 00	432 00
800	LOWE'S COMPANIES INC	10/30/03	23 868 00	18 712 00	(5 156 00)	288 00
400	LOWE'S COMPANIES INC	08/16/04	9 918 00	9 356 00	(562 00)	144 00
300	MEDTRONIC INC COM	10/18/00	16,182 51	13 194 00	(2 988 00)	246 00
300	MEDTRONIC INC COM	01/29/01	16 479 00	13 194 00	(3 285 00)	246 00
500	MEDTRONIC INC COM	08/20/02	21 040 00	21 990 00	950 00	410 00
200	MEDTRONIC INC COM	08/16/04	9 866 00	8 796 00	(1 070 00)	164 00
400	MICROSOFT CORP	10/18/00	10 587 50	12 192 00	1 604 00	208 00
400	MICROSOFT CORP	12/28/00	9 087 50	12 192 00	3 104 00	208 00
800	MICROSOFT CORP	01/29/01	25,675 00	24 384 00	(1,291 00)	416 00
800	MICROSOFT CORP	11/25/03	20 544 00	24 384 00	3 840 00	416 00
50	NESTLE S A REP RG SH ADR	07/14/03	1 018 00	2 417 50	1 399 00	41 00
1 250	NESTLE S A REP RG SH ADR	09/25/03	28 825 00	60 437 50	31 612 00	1 006 00
500	NESTLE S A REP RG SH ADR	08/16/04	12 640 00	24 175 00	11 535 00	403 00

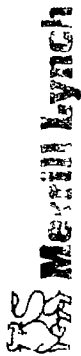
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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1 000	PEPSICO INC	09/15/04	49 710 00	60,800 00	11,090 00	1,800 00
400	PEPSICO INC	11/17/04	20 360 00	24 320 00	3,960 00	720 00
600	SIMON PROPERTY GROUP DEL REIT	07/14/03	24 367 20	47,880 00	23,512 00	1,440 00
400	SIMON PROPERTY GROUP DEL REIT	12/16/03	18,820 40	31,920 00	13,099 00	960 00
500	SIMON PROPERTY GROUP DEL REIT	11/17/04	30,218 00	39,900 00	9 682 00	1,200 00
35	SIMON PROPERTY GROUP DEL REIT	03/20/09	1,187 82	2 793 00	1,605 00	84 00
13	SIMON PROPERTY GROUP DEL REIT	06/24/09	687 38	1 037 40	350 00	32 00
10	SIMON PROPERTY GROUP DEL REIT	09/21/09	664 72	798 00	133 00	24 00
9	SIMON PROPERTY GROUP DEL REIT	12/21/09	679 44	718 20	38 00	22 00
1,000	SOUTHERN COMPANY	07/22/03	29,060 00	33,320 00	4,260 00	1,750 00
800	SOUTHERN COMPANY	10/30/03	24 020 40	26,656 00	2 635 00	1,400 00
600	STRYKER CORP	09/25/03	22,749 00	30,222 00	7,473 00	360 00
600	STRYKER CORP	11/25/03	24 216 00	30 222 00	6,006 00	360 00





Fiscal Statement

CURRENT PORTFOLIO SUMMARY

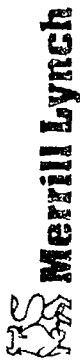
Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Equities						
200	STRYKER CORP	08/16/04	9 215 00	10,074 00	859 00	120 00
600	TEVA PHARMACTCL INDS ADR	12/16/03	17 277 00	33 708 00	16 431 00	290 00
700	TEVA PHARMACTCL INDS ADR	11/17/04	19,138 00	39,326 00	20,188 00	338 00
1 100	TARGET CORP COM	09/15/04	50 391 00	55 207 00	2 816 00	748 00
400	TARGET CORP COM	11/17/04	20,608 00	19 348 00	(1,260 00)	272 00
1 000	UNITEDHEALTH GROUP INC	07/14/03	25,435 00	30,480 00	5 045 00	30 00
1 000	UNITEDHEALTH GROUP INC	10/30/03	25,700 00	30 480 00	4,780 00	30 00
1 000	VERIZON COMMUNICATNS COM	07/21/09	30 270 00	33,130 00	2 860 00	1 901 00
1,000	VERIZON COMMUNICATNS COM	08/26/09	31 730 00	33 130 00	1 400 00	1 901 00
500	ZIMMER HOLDINGS INC COM	08/15/03	24 450 00	29 555 00	5 105 00	
500	ZIMMER HOLDINGS INC COM	11/21/06	37 020 00	29,555 00	(7 465 00)	
600	WESTERN UN CO	06/24/03	11,708 17	11 310 00	(398 00)	36 00
700	WESTERN UN CO	10/30/03	11,178 88	13 195 00	2,016 00	42 00
200	WESTERN UN CO	08/16/04	3 837 13	3 770 00	(67 00)	12 00
1,000	WESTERN UN CO	11/21/06	22 768 00	18,850 00	(3,918 00)	60 00
1,500	WESTERN UN CO	12/21/06	33 720 00	28,275 00	(5 445 00)	90 00
700	WAL-MART STORES INC	07/21/09	34 020 00	37 415 00	3,395 00	763 00

PLEASE SEE REVERSE SIDE

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Statement Period
Year Ending 12/31/09

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3,463 163

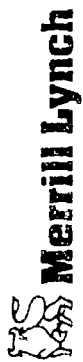


EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Equities						
500	WAL-MART STORES INC	08/26/09	26,040 00	26,725 00	685 00	545 00
300	WALGREEN CO	12/28/00	12 586 50	11 016 00	(1,570 00)	165 00
300	WALGREEN CO	01/29/01	11,751 00	11,016 00	(735 00)	165 00
600	WALGREEN CO	05/21/01	24,522 00	22 032 00	(2,490 00)	330 00
300	WALGREEN CO	08/16/04	11,043 00	11,016 00	(27 00)	165 00
700	WALGREEN CO	09/15/04	25,900 00	25 704 00	(196 00)	385 00
Total Equities			1,937,691.38	2,251,717 00	314,017.00	40,586.00
Mutual Funds/Closed End Funds/UIT						
1,200	ISHARES TRUST S&P MIDCAP 400 INDEX FUND	03/22/07	101 832 00	86,892 00	(14,940 00)	1,616 00
1,000	ISHARES S&P SMALLCAP 600 INDEX FUND	03/22/07	68,390 00	54,720 00	(13,670 00)	678 00
1,300	ISHARES MSCI EAFE INDEX FUND	03/27/06	85,353 95	71,864 00	(13,489 00)	1,872 00
2 200	TORTOISE ENERGY INFRASTRUCTURE CORP	02/18/05	65 405 00	68,244 00	2,839 00	4 752 00





EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
1,200	WISDOMTREE TR INTL MIDCA DIVID FD	05/18/07	83,282 00	57,744 72	(25,537 00)	484 00
Total Mutual Funds/Closed End Funds/UIT			404,262 95	339,464 72	(64,797 00)	9,402 00